



FAIRFAX COUNTY

APPLICATION FILED: May 7, 2003
APPLICATION AMENDED: September 8, 2005
PLANNING COMMISSION: February 8, 2006
BOARD OF SUPERVISORS: Not Yet Scheduled

V I R G I N I A

January 18, 2006

STAFF REPORT

APPLICATION RZ/FDP 2003-PR-022
(concurrent with SEA 82-P-032-5 and 8625-WPFM-001-1)

PROVIDENCE DISTRICT

APPLICANT: Pulte Home Corporation

PRESENT ZONING: R-1, HC

REQUESTED ZONING: PRM (23.25 acres), PDH-16 (17.10 acres),
PDH-12 (15.68 acres) and HC

PARCEL(S): 48-1 ((1)) 90B, 91, 91A
48-1 ((6)) 5, 6, 7B, 8A, 9-13, 33-37
48-2 ((24)) 38B, 39-42
48-3 ((1)) 55
48-3 ((5)) 1A, 1B, 2-4, 14-22
48-4 ((7)) 23-32, 43-54, 56-60, 61A, 62-69
Fairlee Drive and Maple Drive to be abandoned/vacated

ACREAGE: overall site – 56.03 acres
PRM – 23.25 acres
PDH-16 – 17.10 acres
PDH-12 – 15.68 acres

DENSITY/INTENSITY: PRM – 2.25 FAR (2,833,469 square feet)
PDH-16 – 31.31 du/ac (365 dwelling units)*;
29,700 square foot community building
**Includes bonus density for ADUs and elderly housing*
PDH-12 – 13.90 du/ac (216 dwelling units)**
***Includes bonus density for ADUs*

OPEN SPACE: overall site – 35% open space
PRM – 38% landscaped open space (8.67 acres)
PDH-16 – 44% open space (6.19 acres)
PDH-12 – 38% open space (5.25 acres)

PLAN MAP: Alternative Use

PROPOSAL:

To rezone from the R-1 and HC Districts to the PRM, PDH-16, PDH-12 and HC Districts to permit development of a mixed-use development to include multifamily residential and single-family attached dwellings (up to 2,248 units), office (125,000 to 300,000 square feet) and other non-residential uses (135,000 to 190,000 square feet).

STAFF RECOMMENDATIONS:

Staff recommends approval of RZ 2003-PR-022 and the Conceptual Development Plan, subject to the draft proffers contained in Appendix 1 of the staff report.

Staff recommends approval of FDP 2003-PR-022, subject to the development conditions set forth in Appendix 2 of the staff report.

Staff recommends that the 600-foot maximum length of private streets (Par. 2 of Sect. 11-302 of the Zoning Ordinance) be waived.

Staff recommends that the loading space requirement for multifamily dwellings and office be modified to that shown on the CDP/FDP (Par. 4 of Sect. 11-203 of the Zoning Ordinance).

Staff recommends that the transitional screening and barrier requirements along that portion of the southern property line where the proposed community building abuts multifamily and single-family attached dwellings be modified to the landscaping and barrier shown on the CDP/FDP (Par. 14 of Sect. 13-304 of the Zoning Ordinance).

Staff recommends that a variance of the front yard fence height limitation of four (4) feet be approved to permit a seven (7) foot tall barrier fence with eight (8) foot tall piers, located generally along the common property line shared by the subject site and the abutting Circle Woods communities in the locations as shown on the CDP/FDP (Par. 8 of Sect. 16-401 of the Zoning Ordinance).

Staff recommends that the 200-square foot privacy yard requirement for the rear-loaded single-family attached dwellings (Par. 2 of Sect. 6-407 of the Zoning Ordinance) be waived.

Staff recommends that the minimum planting area for those locations shown on the CDP/FDP [Public Facilities Manual (PFM) Section 12-0702-1B (2)] be modified to that shown on the CDP/FDP and as described in the proffers.

Staff recommends that the trail requirement along Lee Highway (US Route 29) be modified to permit a five (5) foot wide concrete sidewalk (Par. 2 of Sect. 17-201 of the Zoning Ordinance).

Staff recommends that the service drive requirement along the site's Lee Highway frontage (Par. 3a of Sect. 17-201 of the Zoning Ordinance) be waived.

Staff recommends that the Board approve the waiver to locate underground facilities in a residential area for the Pulte/Metro West development plan (PFM Section 6-0303.8), subject to Waiver #8625-WPFM-001-1 Conditions dated December 5, 2005, as contained in Appendix 9 as Attachment A.

Staff recommends that the Board modify Additional Standard One of Sect. 9-306 of the Zoning Ordinance to permit a reduction in the minimum age requirement in the elderly housing units from 62 to 55 years of age.

Staff recommends approval of SEA 82-P-032-5, subject to the development conditions contained in Appendix 2 of the staff report.

Staff recommends that the transitional screening requirements along all boundaries be modified to permit the existing landscaping along all boundaries.

Staff recommends that the barrier requirement along all boundaries be waived.

Staff recommends that the interior parking lot landscaping requirement for the existing parking structure be waived.

It should be noted that it is not the intent of staff to recommend that the Board, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards.

It should be further noted that the content of this report reflects the analysis and recommendation of staff; it does not reflect the position of the Board of Supervisors.

For information, contact the Zoning Evaluation Division, Department of Planning and Zoning, 12055 Government Center Parkway, Suite 801, Fairfax, Virginia 22035-5505, (703) 324-1290 TTY 711 (Virginia Relay Center).



Americans with Disabilities Act (ADA): Reasonable accommodation is available upon 7 days advance notice. For additional information on ADA call (703) 324-1334 or TTY 711 (Virginia Relay Center).



FAIRFAX COUNTY

APPLICATION FILED: November 18, 2005
PLANNING COMMISSION: February 8, 2006
BOARD OF SUPERVISORS: Not yet scheduled

V I R G I N I A

January 18, 2006

STAFF REPORT

APPLICATION SEA 82-P-032-5
(concurrent with RZ/RDP 2003-PR-022 and 8625-WPFM-001-1)

PROVIDENCE DISTRICT

APPLICANT: Pulte Home Corporation

ZONING: R-1 and PDH-20

LOCATION: 2900 Nutley Street

PARCEL(S): 48-1 ((1)) 90A, 90B
48-2 ((1)) 1
48-3 ((4)) 28

ACREAGE: R-1: 27.61 acres
PDH-20: 2.23 acres
Total: 29.84 acres

FAR: Less than 0.001

PLAN MAP: Public Facilities, Governmental and Institutional
Uses

SE CATEGORY: Category 4: Electrically-Powered Regional
Rail Transit Facility

PROPOSAL: Amend SE 82-P-032, previously approved for
an electrically-powered regional rail transit
facility in a floodplain and a bus ticket facility
at the Vienna Metro Station, in order to delete
land area (3.75 acres) and to provide
improvements to Saintsbury Drive.

STAFF RECOMMENDATIONS:

Staff recommends approval of SEA 82-P-032-5, subject to the proposed development conditions contained in Appendix 2.

Staff recommends approval of a modification of the transitional screening requirements along all boundaries.

Staff recommends approval of a waiver of the barrier requirements along all boundaries.

Staff recommends approval of a waiver of the interior parking lot landscaping requirement.

It should be noted that it is not the intent of the staff to recommend that the Board, in adopting any conditions, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards.

It should be further noted that the content of this report reflects the analysis and recommendation of staff; it does not reflect the position of the Board of Supervisors.

For information, contact the Zoning Evaluation Division, Department of Planning and Zoning, 12055 Government Center Parkway, Suite 801, Fairfax, Virginia 22035-5505, (703) 324-1290 or TTY 711 (Virginia Relay Center).



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**A GLOSSARY OF TERMS USED
FREQUENTLY IN STAFF REPORTS CAN BE
FOUND AT THE BACK OF THIS REPORT**

DESCRIPTION OF THE APPLICATION

RZ 2003-PR-022 Proposal

The applicant, Pulte Homes Corporation, is requesting to rezone the subject site from R-1 and Highway Corridor Overlay (HC) Districts to PRM, PDH-16, PDH-12 and HC Districts for a transit-oriented, mixed-use development near the Vienna Metro Station (MetroWest). The Comprehensive Plan recommends a *Metro-Oriented Mixed-use Option* for the subject site, which is located within Land Unit C of the Vienna Transit Station Area. The mixed-use option represents the most intensive of the three development options provided by the Comprehensive Plan for Land Unit C.

The applicant proposes a site layout framed around a grid system of streets, with a “Main Street/Town Center” as the focal point. The streets will be framed by the proposed buildings, and streetscape, in order to create a pedestrian-friendly, transit-oriented mixed use environment. A new north-south roadway is proposed under the application; Vaden Drive would be extended from its terminus with Saintsbury Drive to Lee Highway (US 29).

A summary of the development proposal is presented below:

	PRM District	PDH-16 District	PDH-12 District	Overall Development
Acres	23.26 acres	17.10 acres	15.68 acres	56.98 acres (includes 0.95 acres of density credit)
Residential	2,398,469 to 2,628,469 SF (up to 1,642 multifamily units)	A maximum of 388 multifamily dwellings (includes 230 elderly housing units)	A maximum of 218 single-family attached dwellings	A maximum of 2,248 dwellings
Office	125,000 to 300,000 SF	-----	-----	125,000 to 300,000 SF
Other Non-Residential Uses	80,000 to 135,000 SF	-----	-----	80,000 to 135,000 SF
Public Use	-----	29,700 SF	-----	29,700 SF
Density/FAR	2.25 FAR	31.31 du/ac (includes ADU and elderly housing bonus density)	13.75 du/ac (includes ADU bonus density)	39.45 du/ac
Open Space	38.47%* (8.67 acres)	44% (6.19 acres)	38% (5.25 acres)	35%

***Calculation only includes landscaped open space.**

Under the applicant's proposal, the site would be divided into three zoning districts – PRM, PDH-16 and PDH-12. The three parts of the development are discussed below:

- PRM: This area is located within the core area of the property (which is ¼ mile of the Metrorail station, as defined by the Comprehensive Plan). The applicant proposes to rezone this 23.25-acre area of the site from the R-1 to the PRM District, with a proposed intensity of 2.25 FAR, including up to 300,000 square feet (SF) of office, 190,000 SF of retail and other non-residential use and up to approximately 2.6 million SF of residential use (up to a maximum of 1,642 units). A total of 14 buildings are proposed within the core area, as are two rows of stacked townhomes. These buildings would range in height from 49.5 feet (Buildings 11 through 13) to 150 feet in height (Building 7), with the tallest buildings being situated closest to the Metro and the heights of the other buildings tapering down as the development moves away from the Vienna Metro station. Two of the buildings, Buildings 8 and 9, are designated for office, with ground floor retail. The remaining buildings would be primarily multifamily residential; however, the ground floors of Buildings 6, 7, 10 and 16 through 18 would be designed to contain retail and other non-residential uses. In addition to residences, Building 7 has been specifically designated to house a 15,000 square foot (minimum) grocery store. Building 5 would contain up to 138 elderly housing units (restricted to ages 55 and older). Affordable dwelling units (ADUs) would also be scattered throughout this portion of the development. Parking would be contained within the core of the buildings or underground. Several plazas and other smaller open space areas are proposed within this section.
- PDH-16: This area is located to the west of the core area. The applicant proposes to rezone this 17.10-acre portion of the site from the R-1 to the PDH-16 District for development of 230 independent living facility units (Buildings 2 through 4) and 158 multifamily units (Buildings 19 and 20) and 122 stacked townhouses for a total of 388 units, representing an overall density of 31.31 du/ac, including a 20% ADU density bonus. Thirty-five (35) of the independent living facility units (or 15%) will be ADUs (in addition to these ADUs, other ADUs will be located within the other residential buildings in this section). In this zoning district, the residential buildings also continue to step down in height as the development moves away from the Vienna Metro Station, moving from 75 feet in height (6 stories) to 50 feet in height (4 stories). Parking for Buildings 2 through 4 would be contained in underground structures, while parking for the stacked townhouses would be provided within internal garages. Approximately 4.71 acres of the southwest corner of this area will be dedicated for public use, including a tree save area and a 29,700 SF community building, now programmed to contain a gym, exercise facilities, meeting rooms, classrooms, and a satellite police office. Landscaped open space is also found in two other locations within the PDH-16 section, including within the center of the Buildings 2 through 4 and within in the center of the stacked townhouses (immediately south of Building 4).

- PDH-12: This area is located to the south of the core area, within the “tail” of the subject site. The applicant proposes to rezone this 15.68-acre portion of the site from the R-1 to the PDH-12 District for development of 218 single-family attached units (townhouse) at an overall density of 13.75 du/ac, including a 20% ADU density bonus. This section features front- and rear-loaded garage townhouse units. Per the proffers, ADUs will be located within these units. Parking would be provided within the garages, driveways and on the street. The site also features four open space areas, including (moving north to south), a large circular park in the northern portion of the site, two smaller pocket parks and an open space area adjacent to Lee Highway.

The applicant’s draft proffers (one set of proffers covers the entire development), staff’s proposed development conditions for the special exception amendment, the applicant’s Affidavit and the Statement of Justification can be found in Appendices 1-4, respectively.

This application must also comply with certain Zoning Ordinance Provisions found in Article 6, Planned Development Districts, and Article 16, Development Plans, excerpts of which are found in Appendix 16.

The applicant is also requesting the following waivers and modifications:

- Waiver of the 600-foot maximum length of private streets (Par. 2 of Sect. 11-302 of the Zoning Ordinance)
- Modification of the loading space requirement for multifamily dwellings and office to that shown on the CDP/FDP (Par. 4 of Sect. 11-203 of the Zoning Ordinance)
- Modification of the transitional screening and barrier requirements along that portion of the southern property line where the proposed community building abuts multifamily and single-family attached dwellings to the landscaping and barrier shown on the CDP/FDP (Par. 14 of Sect. 13-304 of the Zoning Ordinance)
- Variance to permit a seven (7) foot tall barrier fence with eight (8) foot tall piers, located generally along the common property line shared by the subject site and the abutting Circle Woods communities in the locations as shown on the CDP/FDP (Par. 8 of Sect. 16-401 of the Zoning Ordinance)
- Waiver of the 200-square foot privacy yard requirement for the rear-loaded single-family attached dwellings (Par. 2 of Sect. 6-407 of the Zoning Ordinance)
- Modification of the eight foot (8’) wide minimum planting area for those locations shown on the CDP/FDP [Public Facilities Manual (PFM) Section 12-0702-1B(2)]

- Modification of the trail requirement along Lee Highway (US Route 29) to permit a five (5) foot wide concrete sidewalk (Par. 2 of Sect. 17-201 of the Zoning Ordinance)
- Waiver of the service drive requirement along the site's Lee Highway frontage (Par. 3a of Sect. 17-201 of the Zoning Ordinance)
- Waiver to permit underground detention and best management practices (BMPs) in a residential development (PFM Section 6-0303.8) (Waiver #8625-WPFM-001-1)

SEA 82-P-032-5 Proposal

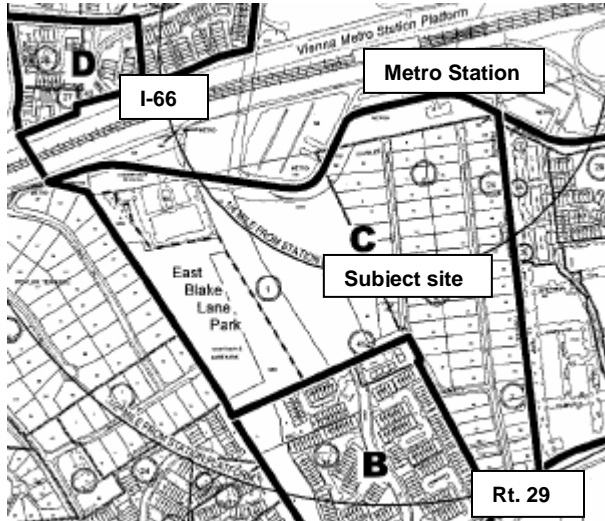
The applicant, Pulte Homes Corporation, is seeking to amend Special Exception (SE) 82-P-032 for a Washington Metropolitan Area Transit Authority (WMATA) facility (the Vienna Metro Station) in order to delete land area and to provide improvements to Saintsbury Drive and the station area. Specifically, under SEA 82-P-032-5, the applicant is seeking to delete a 3.75-acre portion of the Vienna Metro site, which contains a small parking lot and has served as a buffer between the Metro station and the former Fairlee neighborhood. This portion of land would then be incorporated into the development proposed under RZ/FDP 2003-PR-022 and included in the PRM District. In addition, the applicant proposes improvements to Saintsbury Drive, which serves the southern half of the Vienna Metro station. Saintsbury Drive is currently a private street, owned and maintained by WMATA. Under the applicant's proposed improvements, Saintsbury Drive would be brought up to Virginia Department of Transportation (VDOT) road standards for a public street and incorporated into the VDOT secondary road system for maintenance. In order to connect the proposed development with the Vienna Metro Station, the applicant proposes, among other things, to construct a raised pedestrian crossing between the proposed main pedestrian plaza of the MetroWest development and the Vienna Metro Station. The creation of this large pedestrian crossing will require changes to the station area, including reconfiguration of the existing bus bays and Kiss 'n Ride area. Finally, the applicant proposes to provide a new bus bay and to construct a continuous canopy over all 12 bus bays.

With respect to the SEA application, the applicant is also requesting a reaffirmation of the following waivers and modifications:

- Modification of the transitional screening requirement to permit the existing landscaping along all boundaries;
- Waiver of the barrier requirement along all boundaries; and
- Waiver of the interior parking lot landscaping requirement for the existing parking garage.

LOCATION AND CHARACTER

RZ 2003-PR-022 Site Description:



The subject property is part of the Vienna Transit Station Area which encompasses the Vienna Metro Station and surrounding areas. The Vienna Transit Station Area has developed with a mix of residential densities ranging from eight dwelling units per acre (Circle Woods) to over 30 dwelling units per acre (Virginia Center).

The application property is situated immediately south of the Vienna Metro Station and north of Lee Highway (US 29). The land area encompasses the former Fairlee subdivision. The approximately 30-acre Fairlee property is zoned R-1 and had consisted of approximately 65 single-family homes, which were constructed in the late 1940s and early 1950s and a church. The majority of these homes have been demolished. The subject site also includes the Sweeny property. The northern portion of the Sweeny property contains a temporary Metro parking lot; the remainder of the property is undeveloped. Finally, as discussed above under the description of SEA 82-P-032-5, the site includes a 3.75-acre portion of the Vienna Metro Station, which contains a small parking lot and a berm. This site has served as a buffer between the Vienna Metro Station and the former Fairlee neighborhood.

As noted above, the former Fairlee subdivision was developed with existing single-family detached dwellings. The existing vegetation consists primarily of red maple, red oak, white oak, American holly, Norway spruce, southern magnolia, and tulip poplar. The majority of these trees appear to be landscape trees that individual property owners had planted. The northern portion of the site, located at the north end of Maple Drive, and the southwest portion of the site, north of Circle Woods Drive, contain sub-climax upland forests consisting primarily of mature white oak, red oak, tulip poplar, Virginia pine, and white pine. The western portion of the site is also considered a sub-climax upland forest. Several mature tulip poplar and oak trees exist in this area.

RZ 2003-PR-022 Surrounding Area Description:

The site is bounded to the west by East Blake Lane Park, Saintsbury Plaza, an age-restricted senior housing development, and Circle Woods, which contains a mix of multifamily and single-family attached dwellings. Saintsbury Plaza, which is zoned R-1, contains 115 elderly housing units (restricted to ages 55 and above) and is being developed at a density of 22.01 du/ac. Circle Woods, which is zoned R-8, contains 244 single-family attached units and 17 multifamily units and is developed at a density of 8.5 du/ac.

To the east of the site are Hunter's Branch, which contains a mix of office, multifamily and single-family attached dwellings, and Regent's Park, which contains multifamily dwellings. This area is zoned PDC and developed with an intensity of up to 0.50 FAR, including approvals for 1.2 million square feet of office space and 350 dwelling units (33 du/ac).

As noted, the northern property line is formed by Saintsbury Drive and the Vienna Metro Station, while the southern property line is defined by Lee Highway.

Direction	Use	Zoning	Comprehensive Plan
North	Vienna Metro Station	R-1	Public Facilities, Governmental & Institutional
South	Single-family attached dwellings (Circle Woods); Vacant land (other side of Lee Hwy.)	R-8; PDH-12 and R-1	Residential, 5-8 du/ac; Public Park and Public Facilities, Governmental & Institutional (elementary school site)
East	Multifamily dwellings (Hunter's Branch and Regent's Park)	PDC	Mixed-use
West	Independent living facility (Saintsbury Plaza); East Blake Lane Park; Single-family attached dwellings (Circle Woods)	R-1; R-8	Residential, 4-5 du/ac; Public Park; Residential, 5-8 du/ac

SEA 82-P-032-5 Site Description:

The subject property is the portion of the Vienna Metro Station site located on the southern side of I-66. A multi-level parking structure with approximately 2,300 spaces is located on the western side of the property. A Kiss and Ride parking lot consisting of 615 parking spaces is located on the eastern portion of the property. Bus loading areas and the entrance to the station are located in the central portion of the site.

SEA 82-P-032-5 Surrounding Area Description:

Direction	Use	Zoning	Plan
North	Vienna Metro Station; Single Family Attached Dwellings (Virginia Center)	R-8; PDH 20	Public Facilities, Governmental and Institutional; Residential 4-5 du/ac
East	Single-Family Detached Dwellings (Briarwood and Briarwood Trace)	R-1 and PDH-5	Residential, 1-2 du/ac
South	Single-Family Detached Dwellings (Fairlee) and Parking (Sweeney Tract); Single-Family Attached and Multifamily Dwellings (Hunter's Branch)	R-1; PDC	Residential, 4-5 du/ac; Mixed Use
West	Single-Family Detached Dwellings (Poplar Terrace)	R-1	Residential, 1-2 du/ac

BACKGROUND

RZ 2003-PR-022

On October 28, 2002, the Board of Supervisors authorized Out-of-Turn Plan Amendment (OTPA) S02-II-V2 to consider proposed changes to the Comprehensive Plan for Land Units C and I of the Vienna Transit Station Area. Land Unit I and a portion of Land Unit C were part of Area Plan Review (APR) Item 01-II-4V which requested residential use at 30 dwelling units per acre (du/ac) or a mix of residential and office use at 1.10 FAR. Based on concerns relating to transportation and the degree of land consolidation, the nomination was initially denied by the Planning Commission. Following the Planning Commission decision, all of Land Unit I and a significant portion of Land Unit C were subsequently consolidated under the ownership and control of a single entity.

On April 7, 2003, the Board of Supervisors authorized the inclusion of a small piece of property within the Vienna Metro Station that is bounded by the Fairlee subdivision and Land Unit C on the south and the Vienna-Fairfax-GMU Metro station access road on the north within OTPA S02-II-V2. This property currently provides a buffer between these properties and the Vienna Transit Station and is mostly owned by Washington Metro Area Transit Authority (WMATA).

Following a working group review of the APR proposal, the Board of Supervisors approved Out-of-Turn Plan Amendment, S02-II-V2, to create a Metro-oriented, mixed-use development option for the Vienna Transit Station area on December 6, 2004. A copy of the approved Plan text is included in the Comprehensive Plan Provisions section below.

SEA 82-P-032-5

On May 24, 1982, the Board of Supervisors approved SE 82-P-032 to permit a Washington Metropolitan Area Transit Authority (WMATA) facility and for a metro station use within a Floodplain Overlay District.

On March 25, 1985, the Board of Supervisors approved SEA 82-P-032 to permit site modifications consisting of a relocation of access.

On March 13, 1989, the Board of Supervisors approved SEA 82-P-032-2 to permit construction of a multi-level parking structure on the north side of Interstate 66. SEA 82-P-032-2 was approved with development conditions that incorporated those approved in conjunction with the SE 82-P-032 and SEA 82-P-032-1.

On October 11, 1999, the Board of Supervisors approved SEA 82-P-032-3 to permit construction of a multi-level parking structure on the south side of Interstate 66 and a change in land area. SEA 82-P-032-3 was approved with development conditions to be added to those previously approved in SE 82-P-032, SEA 82-P-032-1 and SEA 82-P-032-2.

As part of the construction of the multi-level parking structure on the south side of Interstate 66, a 648-space surface parking lot was proposed on privately-owned land at 9601 Saintsbury Drive [Tax Map Parcels 48-1 ((1)) 91 and 91A] to temporarily accommodate the parking those vehicles displaced from one of the existing park-and-ride lots at the Vienna Metro Station during the construction period for the second parking garage. On September 13, 1999, the Board of Supervisors approved SE 99-P-021 for temporary commercial off-street parking in a Metro station area. Under the approved development conditions, parking lot established pursuant to SE 99-P-021 was closed once the second parking garage was opened.

Following the events of September 11, 2001, WMATA requested special exception approval to reopen the parking lot located at 9601 Saintsbury Drive. WMATA stated that the increase in security around the Pentagon and other federal facilities resulted in an increased demand on the Metrorail system and a need for additional parking at the Vienna Metro Station. On November 19, 2001, the Board of Supervisors approved SE 01-P-043 to permit a limited term use of the existing parking lot at 9601 Saintsbury Drive. Under the approved development conditions, use of the parking lot is to cease completely no later than November 19, 2006.

On February 28, 2005, the Board of Supervisors approved SEA 82-P-032-4 previously approved for a WMATA facility, to permit the addition of a bus ticket facility at the Vienna Metro Station. A copy of the development conditions and SE Plat approved with SEA 82-P-032-4 are included in Appendix 15.

COMPREHENSIVE PLAN PROVISIONS (See Appendix 5)

Plan Area:	Area II
Planning District:	Vienna Planning District
Planning Sector:	Vienna Transit Station Area, Land Unit C
Plan Map:	Residential 4-5 and public facilities
Plan Text:	

The rezoning application property was the subject of a recent Out-of-Turn Plan Amendment, S02-II-V2, which was adopted by the Board of Supervisors on December 6, 2004. The purpose of this Plan amendment was to consider mixed-use development consisting of residential, office and retail and support service uses around the Vienna Metro station.

In the Area II volume of the Fairfax County Comprehensive Plan, 2003 edition, Vienna Planning District, amended through July 11, 2005, Vienna Transit Station Area, Land Unit C, beginning on Page 18, the Plan states:

Land Unit C

This land unit is approximately 70 acres in size and includes portions of East Blake Lane Park, a significant amount of vacant land and the former Fairlee subdivision, an older residential neighborhood adjacent to the Metro station that contained 61 single-family detached houses, a parsonage and a church. The full consolidation of the Fairlee subdivision will provide an excellent opportunity for redevelopment to occur under a single integrated development plan.

...

Metro-oriented Mixed-use Option

This land unit represents an excellent opportunity to promote transit oriented mixed-use development at the Vienna Metro station. To achieve this, the fully consolidated Fairlee subdivision and undeveloped parcels to the west should be consolidated with property owned by the Washington Metropolitan Area Transit Authority (WMATA) located south of Saintsbury Drive adjacent to Fairlee. Including WMATA's property within the overall development will allow for a better integration of land uses with the transit station. A coordinated development, in partnership with WMATA, will provide the opportunity to enhance pedestrian access by making changes to the location of some station facilities. Absent inclusion of the WMATA property into the Metro-oriented Mixed-Use Option, the WMATA parcel is planned for open space and the limited surface parking that currently exists.

This mixed-use option, which includes residential and non-residential uses, encourages the creation of a land use pattern that supports mass transit by locating housing, retail and employment uses within walking distance of the rail station. Development should include residential, retail, service and public uses and should be concentrated in the area that is within 1/4 mile of the Metro station platform, as set forth below. Office use may be appropriate with an effective Transportation Demand Management (TDM) program and with its associated parking limited as set forth below under "Parking". Hotel use may also be appropriate. The entire proposed development must address a number of development elements or conditions related to such things as design, transportation, pedestrian circulation, affordable housing, and public facilities, as discussed below.

This mixed-use option represents a highly integrated vision, whose synergy lessens the impacts of development on this site by creating conditions that minimize the need for automobile use. This density/intensity will be successful only if several core components – retail, commercial and transportation demand management – succeed individually and collectively, and are also designed to serve the needs of the surrounding neighborhoods.

The proposed transit-oriented mixed-use development is envisioned to be divided into four areas as shown on Figure 9.

- The area that is within ¼ mile of the station platform (the Core Area) consists of approximately 23 acres and is planned for a primarily multifamily mixed-use development at a FAR of up to 2.25, including Affordable Dwelling Units (ADUs) and an age-restricted housing component of approximately 145 units. Density credit for approximately five to six acres of land, that has or that will be dedicated for public purposes, (generally located west of Vaden Drive extended and north of the Circle Woods community) can be utilized in this portion of the site. The Core Area should be characterized by the tallest buildings; off-street parking should be provided in above and below grade structures; streetscape and plazas should be well integrated into the development to serve the residents, as well as the general public; and, other landscaped open space areas should be incorporated to provide an alternative to the paved surfaces.*
- The area west of the Core Area consists of approximately 12.5 acres and is planned for 12 - 16 dwelling units per acre; the northernmost approximately 3.5 acres of this area can be developed with up to 230 units of elderly housing, provided that 15% of these units are provided as ADUs. The area west of the Core should be characterized by low to mid-rise multifamily dwelling units, including stacked townhouse units, with off-street parking provided in above and below grade structures and in garages. Open space amenity areas should be functionally integrated into the area in order to provide recreational opportunities for residents of the development, as well as a visual amenity for those walking or driving through the development.*

- *The area south of the Core Area consisting of approximately 16 acres is planned for 8 – 12 dwelling units per acre. This area should be characterized by townhouse and/or stacked townhouse units. Off-street parking should be primarily within individual garages. A landscaped “village green” as well as other landscaped open space areas should be well integrated into this portion of the site.*
- *The area west of Vaden Drive should be dedicated to the County for open space and public use, including a potential site for a community facility.*

Design – *The development proposal should create a mixed-use activity center. A “town center” or “main street” character should be promoted by orienting residential and non-residential uses to sidewalks and plaza areas, by locating the buildings close to roadways and their associated sidewalks, and by providing streetscape amenities such as street trees, sidewalks, plazas, retail browsing areas, street furniture and landscaping. To encourage Metro use, and patronage of the retail uses by transit users, buildings should be oriented to the Metro and designed in a manner that will facilitate pedestrian access to the station as well as to retail and support service uses and outdoor plaza areas. Buildings and streetscape should be designed in a manner that enhances the pedestrian circulation system, encourages the use of outdoor spaces and does not create barriers to pedestrian circulation from both on- and off-site. Buildings should be constructed of materials such as brick, masonry, pre-cast, and glass. Buildings should establish a pedestrian scale in relationship to the street by employing compatible architectural features such as varied roof lines and building heights, articulation of facades, and variations in window and building details, texture, pattern and color of materials. Coordinated public space furniture and entry features are encouraged, as are arcades, awnings, and other building features that distinguish ground floor retail and other non-residential uses. The development should be exemplary in terms of site and building design, construction materials and on-site amenities.*

Office/Hotel Use – *The office component of the mixed-use option should be at least 125,000 gross square feet in size but not exceed a total of approximately 300,000 gross square feet not including store front professional offices and live-work units (the combination of a private residence with professional office, retail, or other non-residential use) that may be located in the ground floors of other buildings. Office use should be located close to the Metro Station to encourage transit usage by office workers and should provide for effective TDM measures. Vehicular access to the office use should be from internal roadways that connect to Saintsbury Drive. A hotel could be provided in addition to or as an alternative to the office or residential use.*

Residential Use – *The residential component of the mixed-use option should not exceed a total of 2,250 dwelling units including all ADU, elderly and bonus units. A mix of housing types should be provided including single-family attached and various types of multifamily units. An elderly and active adult housing component should be incorporated into the development. In order to maximize transit usage, approximately 70 percent or more of the residential units should be located within the Core Area. In addition, the residential component of the project should be designed in a manner that facilitates the use of vanpools, carpools and bicycles (See “Transportation”, below). A portion of the market-rate and affordable units should be designed and provided as accessible units.*

Retail, Service, Institutional and Other Uses – *It is essential that non-residential, non-office uses be incorporated into the development throughout the build-out of the multifamily residential and office development, particularly in the “town center” and “main street” portions of the Core Area. To that end, a total of at least 100,000 gross square feet of retail, service and institutional uses should be provided to serve the employees, transit users and residents of the area. These uses should be located primarily in the ground floors of the buildings that front the “town center” and “main street” portions of the Core Area. Such uses should be phased to the phases of the development. The provision of a full-service grocery store, at least 15,000 gross square feet in size, within a Core Area building is critical to the success of the Metro-oriented Mixed-use Option (convenience retail or a quick service food store will not satisfy this condition). Other such retail, service and institutional uses may include financial institutions, full-service restaurants, delis and other food services, bookstores, boutiques, a pharmacy, dry cleaners, and other personal service establishments, health clubs, professional storefront offices, live-work units, and institutional, cultural, recreational, governmental and other service uses. In order to create a street presence, these uses should be primarily incorporated into the design of the lower floors of non-residential and residential buildings and should have direct public access and display windows oriented towards pedestrian walkways, and, where appropriate, to vehicular drives and/or streets. In addition, the ground level of above grade parking structures should contain store front non-residential uses to the maximum extent feasible. A child care center(s) should be provided within the development to serve both the residents of the community and transit riders.*

There should be no drive-through uses.

Building Height - *Development should be concentrated within the Core Area with maximum building heights as shown on Figure 9 and as described in the following text. Buildings closest to the Metro Station should be the tallest buildings on the site, with other buildings tapering down as they become further from the Metro station. The first tier of buildings closest to the Metro Station should be no greater than 110 feet in height. If retail and/or other non-residential uses are located in the first floor of buildings in this first tier, such building(s) may be 135 feet in height. However, if a grocery store is located in one of the buildings closest to the Metro platform, that building may be up to 150 feet in height, to the extent that additional height is needed to accommodate this use. Buildings located in the*

second tier of the Core Area should be no greater than 100 feet in height unless retail and/or other non-residential uses are located in the first floor, in which case building height may be increased to 120 feet. Building heights located in a third tier should be no greater than 90 feet and, if other retail and/or non-residential uses are located in the first floor of buildings in the third tier, then building heights may be increased up to 105 feet. To provide visual interest, building heights should not be uniform in the Core Area. Outside the Core Area, heights should transition downwards to be compatible with existing residential areas, with buildings ranging from 35 to 75 feet in height. Elderly housing may be located in buildings up to 75 feet in height outside the Core Area and up to 105 feet if located inside the Core Area. Buildings adjacent to the Hunter's Branch community should be at a comparable height of approximately 52 feet and those west of Vaden Drive Extended adjacent to Circle Woods should be no more than 35 feet in height.

Environment - *Given the planned density under this option, exemplary attention should be paid to off-setting impacts on both the natural and man-made environment. The development should incorporate such things as Low Impact Development (LID) techniques and other innovative approaches to handling stormwater, use of green roofs and porous pavers, energy efficient design and construction techniques, and tree preservation and transplantation.*

Trees, Landscaping and Streetscape – *A comprehensive landscape plan should be provided which identifies the location and types of trees, flowers and shrubs that will be provided throughout the proposed development. Landscaping should be provided that is attractive in all seasons and provides shade to seating areas and pedestrian sidewalks and trails during summer months. In developing the landscape plan, emphasis should be placed on preserving some existing vegetation, transplanting some existing vegetation, and utilizing native plantings and trees that are known to mitigate air pollution.*

A detailed streetscape plan should be provided for Vaden Drive, Saintsbury Drive and the major internal roadways within the development. This streetscape plan should detail the types and location of street trees, sidewalk/trail dimensions and general location and types of pedestrian amenities and should generally conform to the concepts shown in Figures 10 and 11. Sidewalks should be sufficiently wide to accommodate pedestrians, as well as to provide sufficient space for activities such as window shopping, seating, and outdoor dining.

Parking - *Most off-street parking should be located behind or beneath the buildings. In order to promote the use of mass transit, parking for the multifamily and office uses should not exceed a ratio that is 10% higher than the minimum Zoning Ordinance requirements, not including parking spaces allocated to support TDM programs such as car sharing (e.g. FlexCar/ZipCar), car/van pool and fleet vehicles, shuttle vans/buses and the like. In order to be transit and pedestrian friendly, parking structures should generally be internal to the site and not oriented towards the Metro Station. If not located beneath the buildings, parking structures should be integrated into the development through the incorporation of other uses where feasible into the structure and through the use of architectural features and*

landscaping. Green roof elements and similar features should be incorporated into the design. Visitor parking should be convenient and well distributed throughout the site. Consideration should be given to the provision of parking spaces dedicated for Metro use in the parking structures near the Metro station, provided that primary access for any Metro parking is from Saintsbury Road or other parallel roadways. In addition, temporary surface parking may be provided for Metro patrons.

Stormwater Management – *It is expected that adequate outfall and storm water management (SWM) that fully mitigates the impacts of this development be provided. Detention of storm water that flows from the Metro station property to the site should be accommodated to the extent feasible. In addition to fully mitigating the drainage impacts of this development, the developer should improve the existing conditions of Hatmark Branch proximate to the site, which may require that SWM facilities exceed the minimum standards in the Public Facilities Manual. The quality of Hatmark Branch should be improved proximate to the site through stream restoration, which may include bed and bank stabilization, reforestation and the possible creation of wetlands, provided that agreements can be reached with affected property owners. No stormwater detention ponds or similar detention facilities proposed in conjunction with the development of Land Unit C should be located off site. SWM facilities should be designed to incorporate plantings as may be appropriate to improve the appearance and function of the facilities.*

The grading associated with the redevelopment of Land Unit C should be done in a manner that best manages stormwater. An underground SWM facility should be provided to help regulate the flow of water into Hunter's Branch. SWM facilities may need to exceed the minimum standards in the Public Facilities Manual.

Affordable Housing – *Affordable dwelling units (ADUs) within Land Unit C and contributions to affordable housing should be provided in accordance with the provisions of the Zoning Ordinance and the Residential Development Criteria. In addition to meeting the provisions that will result in ADUs based on the number and types of building constructed, the developer should replace units lost with the redevelopment of the former Fairlee Subdivision with affordable units. Consideration should be given to providing these additional units in partnership with a non-profit organization. The affordable units should be provided on site and dispersed throughout the development to the extent feasible. The provision of a portion of the ADU units as accessible units is strongly encouraged.*

Noise Mitigation - *Noise attenuation measures should be provided in accordance with County policy for all residential uses. Additionally, there should be no residential buildings located within 200 feet of the I-66 right of way.*

Parks, Open Space and Public Facilities – *To enhance the quality of this development and to meet the recreation needs of residents, substantial, usable open space and other on-site facilities should be an integral part of the proposed mixed-use development. Open lawn areas, urban parks, plazas and courtyards should be incorporated into the overall design to serve residents, employees and*

visitors to the area. These spaces should be appealing places to gather with seating, lighting, landscaping and other amenities. Open space should exceed minimum requirements, and overall should total more than 35 percent. Opportunities for public art should also be incorporated into the development.

In addition, provision should be made for a community facility, which may include opportunities for indoor recreation, community meeting space, a police satellite substation or other community needs, as may be identified by the County in coordination with the community.

Schools – *The impact of the proposed development on schools should be mitigated. The applicant will work with the community and Fairfax County Public Schools to identify appropriate commitments to address projected impacts.*

Buffers and Transitions to Existing Communities – *Effective buffers and transitions that are outside of individual lots should be implemented to ensure that a compatible relationship is achieved between development in Land Unit C and the abutting residential communities. These transitions should include: a 50-foot buffer along the western property line adjacent to Circle Woods; a 20-foot buffer and barrier along the southern property line adjacent to Circle Woods; a 30-foot buffer along the eastern property line adjacent to Hunter's Branch; and, a 10-foot buffer along the eastern property line adjacent to Regent's Park. Each buffer area should be appropriately landscaped to aid in the transition. An attractive barrier should also be provided along or inside the property lines adjacent to the aforementioned buffer areas to help screen existing communities from the proposed redevelopment. The buffer area adjacent to Regent's Park should not be enclosed by solid barriers on both sides. A pedestrian/bike trail can be located within the 50-foot buffer adjacent to Circle Woods.*

Pedestrian Circulation – *A pedestrian circulation plan should be provided that directly connects the development to the Metro property and to the station's platform and provides pedestrian connections to Circle Woods and Hunter's Branch (see Figure 12). Particular attention should be given to providing safe pedestrian connections across Vaden Drive and across Lee Highway at Vaden Drive and across the Lee Highway and Nutley Street intersection. The development should have sidewalks on both sides of all major internal streets and unrestricted pedestrian access, so that pedestrian circulation around and through the development will be enhanced and not impeded. Pedestrian connectivity should be provided between the development and neighboring communities to the extent that those existing communities wish to avail themselves of this amenity.*

The development should provide streetscape amenities such as street trees, sidewalks, plazas, street furniture, and landscaping to encourage pedestrian activity; paths should be well lighted for pedestrian safety. The W&OD/City of Fairfax Connector trail should be realigned and access to the trail from adjoining residential neighborhoods for pedestrians and bicycles, and all modes normally permitted on such trails should be provided. Trees should be provided on both sides of the City of Fairfax Connector Trail that is located within East Blake Lane Park adjacent to the area where the trail is to be realigned. A pedestrian bridge across Hatmark Branch in East Blake Lane Park should be provided to improve trail usage and access to Metro.

Transportation – *It is essential that the impacts of the development allowed under this option be offset through a combination of additional roadway and transit capacity, roadway and pedestrian circulation and access improvements, and effective transportation demand management (TDM) measures.*

Capacity, Circulation, and Access: *Detailed traffic impact analyses should be done at selected intervals (identified at time of rezoning) to determine the improvements required to mitigate the impacts of the proposed development on the transportation system. These impact analyses should include roads, transit and pedestrian system, and should be both an intersection analysis, as well as a cordon analysis that includes the roads surrounding the development. In addition, these impact analyses should demonstrate, in coordination with WMATA and Fairfax County, that sufficient existing and planned capacity should be available at the Vienna Metro Station to serve the additional ridership generated by the residential component of the development at build out.*

In order to facilitate efficient internal circulation and access to the Metro station, development of a four-lane divided roadway connecting Route 29 and the Metro station (Vaden Drive extended), as shown in Figure 8, should be constructed with the first phase of development. No vehicular connection should be provided between Circle Woods Drive and Vaden Drive. Vaden Drive should be developed as a boulevard with a landscaped median to provide safe refuge for pedestrian crossings. This roadway should be designed in such a manner as to foster low vehicular speeds, facilitate safe pedestrian crossings in designated locations, and minimize grading into East Blake Lane Park. In addition, turn lanes should be minimized as a way to reduce the crossing distances for pedestrians. Any retaining walls associated with the construction of the road should be low in height, terraced with vegetation provided on the terrace areas, and located in such a manner as to not interfere with pedestrian access from the park to the development and to the transit station.

The County should also take the appropriate measures to ensure that tank trucks and vehicles carrying hazardous cargo are prohibited from using Vaden Drive extended.

To further enhance pedestrian access to the Metro Station, the station access road (Saintsbury Drive) should be redesigned to improve pedestrian access to the

station including relocating the existing bus bays, taxi stands and parking, and improving access to the park and ride facilities. This redesigned access road will greatly reduce the existing vehicular and pedestrian conflicts at this location. It should also contribute to clearly defining pedestrian access points for those who will be walking from and through the new development, as well as pedestrians from the existing communities located south of the station, such as Hunter's Branch and Regent's Park. Traffic calming measures should be provided to facilitate safe pedestrian crossings throughout the development.

Off-site improvements, such as improvements to the Route 29 and Nutley Street intersection, may be appropriate at the initial stage of redevelopment to help ease existing congestion in the area.

Transportation Demand Management (TDM) *A transportation demand management (TDM) program should be provided that encourages the use of transit (Metro and bus) and high occupant vehicle commuting modes, and that utilizes measures to reduce automobile trips. The TDM program should grow in size and scope as the proposed development of the site occurs. While this program will start under the auspices of the developer, it will ultimately be maintained and funded by the residents and business owners. The TDM program should be established with an initial contribution from the developer that is sufficient to ensure that it will operate during the construction, marketing, and occupancy phases. Additionally, long term funding for the TDM program should be ensured by mechanisms that may include a specified yearly contribution based on each residential unit and non-residential square foot. TDM measures employed during the initial and subsequent development phases will have an objective of reducing vehicular trips in the peak hours by a specified amount, with the exact number to be negotiated between the County and the applicant based upon the number and types of units and uses being developed. In general, at build out, it is expected that, for the residential portion of the development, a reduction in peak hour trips of 47% should be achieved through the use of transit and other means; for the office portion of the development, a peak hour trip reduction of 25% is expected to be achieved through the use of transit and other means.*

The TDM program will be evaluated initially in at least three stages during the development process; first at the time of rezoning, second before and during construction and third after project completion or "build out." In the first stage of evaluation, at the time of rezoning, a development application should demonstrate that TDMs will be provided to achieve the peak hour trip reduction goals stated above. If it is determined that the trip reduction goals as stated above are infeasible, the maximum office square footage and/or residential density should be reduced by an amount equal to the unachieved portion of the peak hour trip reductions. Once TDM levels are established at the rezoning stage, the TDM program must address interim stages of development to validate that the approved density can be accommodated. In the second stage of evaluation, before and during construction, the county will establish interim TDM targets for each phase of development. As residents move into the new community, county supervised

surveys of actual resident behavior will be conducted to verify TDM success based on the interim trip reduction targets. If the interim targets are not met, additional measures will be required to reduce the number of vehicle trips. The third stage of TDM evaluation will be completed one year after build out or before bond release. At this point, if the established trip reduction targets for the development in its entirety are not being met, additional program measures and funding will be necessary until the trip reduction targets are achieved.

After project completion, periodic surveys and reports based on empirical measurements will be submitted to the County on an ongoing basis to document the continued success in achieving the target reductions.

A variety of TDM measures can be implemented to help achieve the expected trip reduction. These measures could include the following:

Employer, Homeowner and Tenant Association TDM Measures

Alternative Transportation Services

- *Shuttle Bus(es)*
- *Vanpools*
- *Shared vehicles*
- *Telecommuting*
- *Concierge services*
- *Incentives to “live where you work”*
- *Contacting other building/development associations to combine and coordinate TDM measure*

Support Facilities/Programs

- *On-Site Transportation Coordinator*
- *Ridematching Services*
- *Preferred HOV Parking Locations*
- *Flexible Work Hours*
- *Financing incentives for reduced vehicle ownership*

Pricing Programs

- *Parking Management/Pricing Programs*
- *Subsidies for Use of HOV Modes, such as MetroChek*

Bicycle use should be encouraged. Parking for bicycles should be provided at the office, retail and multifamily residential buildings. To encourage pollution-free commuting, shower facilities should be provided in office buildings for bicycle commuters, walkers and runners.

The common areas of residential buildings and individual residential units should include features to encourage work at home such as the pre-wiring of units for high-speed internet access.

Design elements such as car pool drop off zones that facilitate the TDM program should be incorporated into the project. Sheltered waiting areas should be provided.

The TDM program should include an education component. This program component could include such measures as notifying residents about “ozone action days” and actively encouraging trip combination, car pooling, mass transit, and other measures to reduce air pollution from automobiles during such periods.

This reference to TDM measures is not meant to be all inclusive; other measures may be acceptable if coordinated with the Fairfax County Department of Transportation.

Partnership with WMATA: *The success of this Metro-oriented Mixed-Use Option will depend in large measure on an effective partnership between the developer, WMATA and Fairfax County. The approximately three acres of WMATA property, south of Saintsbury Drive, should be incorporated into the development to provide a strong pedestrian-oriented environment that links the station with the mixed-use development. The redesign and reconstruction of the current Metro access road (Saintsbury Drive) is a major benefit that will accrue to WMATA from this development option. Additionally, it is contemplated that this road will be accepted by VDOT for incorporation into its system. This will relieve WMATA of the responsibility for future upkeep and maintenance of this facility.*

As a partner in this future development, in concert with the rezoning action required for this development option, WMATA should actively pursue the zoning action necessary to recognize the redesigned station facilities on Land Unit I. WMATA should also support Metro-oriented development at this location by initiating as soon as possible 8-car train service on the Orange Line so that the capacity will be in place to serve present and future riders from this and other stations along the Orange Line.

Metro Replacement Parking- *Estimates of projected 20-year parking demands at the Vienna Metro station indicate a shortfall of parking spaces, especially since Vienna will remain as the end-of-the-line station for some time in the future. Currently, a portion of the property provides 650 temporary spaces for Metro parking, which are due to be closed under the terms of the existing special exception approval. Due to the need to maintain and increase Metro parking levels, arrangements for maintaining or replacing this parking on an interim basis should be strongly encouraged until such time as additional parking is constructed at the station and/or enhanced feeder bus service to the station is provided. WMATA and the developer should work with the County to replace at least some of the surface parking that will be lost with the redevelopment of this temporary parking lot. The following measures as well as other approaches should be considered:*

- *Construction of surface parking in the loop of the interchange at the southwest quadrant of I-66 and Vaden Drive;*

- *Provision of on-street parking along Saintsbury Drive; and*
- *Continued use of portions of the temporary 650 space parking lot prior to its full closure due to development. The developer should provide a timetable and the number of spaces available under this measure.*

Permanent Metro parking spaces and on-street spaces lost due to development should be replaced by the developer. The developer should provide the requisite number of parking spaces or provide funding for off-site provision of replacement parking.

Development Phasing - *To ensure a viable, well-designed mixed-use project, a phasing plan should be a component of the rezoning application. This phasing plan should address the timing and development of Vaden Drive Extended and improvements to Route 29 during the first construction phase; the timing of gateway features and plazas; and the timing of the pedestrian circulation system that provides direct access to the transit station from the development and surrounding neighborhoods during each construction phase. The phasing of other public improvements, such as the community building, should also be provided.*

ANALYSIS

Conceptual/Final Development Plan (Copy at front of staff report)

Title of CDP/FDP:	Pulte/MetroWest
Prepared By:	Dewberry and Davis, LLC VIKA, Incorporated The Lessard Architectural Group, Inc. EDAW Burt, Hill
Original and Revision Dates:	March 24, 2003, as revised through December 16, 2005

CDP/FDP Pulte/MetroWest	
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2 of 52	Notes
3 of 52	Tabulations
4 of 52	Conceptual/Final Development Plan (site layout for entire site)
5 of 52	Boundary and existing topography
6 of 52	Proposed zoning districts
7 of 52	Proposed PRM District (site layout at 50 scale)
8 of 52	Proposed PDH-16 District (site layout at 50 scale)
9 of 52	Proposed PDH-12 District (site layout at 50 scale)
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13 of 52	Details (Areas 3, 4 and 6)
14 of 52	Details (Areas 6, 7, 8 and 9)
15 of 52	Details (Areas 9, 10 and 11)
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23 of 52	Streetscape details
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Overview of CDP/FDP

The applicant seeks to rezone the subject site from the R-1 and HC Districts to the PRM, PDH-16, PDH-12 and HC Districts for a transit-oriented, mixed-use development near the Vienna Metro Station (MetroWest). While the site is proposed to be developed under a common development plan, the overall site is divided into three proposed zoning districts: PRM (the core area); PDH-16 (the western portion of the site); and, PDH-12 (the southern portion of the site). A summary of the overall development and its three components is presented in the chart on Page 1 of this report.

Access to the proposed MetroWest development will be provided via Saintsbury Drive (to the north of the development) and the proposed Vaden Drive Extended (to the west of the development). Both of these roads will be constructed as four-lane divided roadways. Only the core portion of the site (that portion of the site closest to the Vienna Metro Station), including Buildings 6 through 10, will have direct vehicular access to Saintsbury Drive. There will be no direct vehicular access from the site to Lee Highway.

In order to take advantage of its proximity to the Vienna Metro Station, the proposed site layout concentrates its density closest to the station (within a ¼ mile walk). The site layout is based around a grid of streets which emphasizes connections to the Vienna Metro Station and which facilitates walking to the Metro. Buildings have been located close to the street in order to create a pedestrian friendly edge to the street. Parking areas and driveways have been de-emphasized from the street to create a safe and attractive walk to the station. Ground floor retail and other non-residential uses are proposed in order to create a dynamic street life and to afford future and surrounding residents the ability to run errands on foot.

The proposed site layout has a hierarchical order which locates the tallest buildings and the most intense activity closest to the Vienna Metro Station. Buildings and their respective uses taper down in height and intensity (from high rise to townhouse) as the development moves away from the station and toward the surrounding less intense developments. Similarly, the site's sidewalk system is designed so that as one gets closer to the Vienna Metro Station, the sidewalks become wider in order to accommodate additional foot traffic and uses such as outdoor seating for restaurants. Smaller streets feed to a proposed "Main Street" which leads directly to the Vienna Metro Station.

In order to create a strong pedestrian connection between the site and the Vienna Metro Station, the applicant proposes to rebuild Saintsbury Drive and portions of the station to accommodate a major pedestrian crossing, among other things. The proposed redesigned Saintsbury Drive will facilitate safe pedestrian access from MetroWest to the Vienna Metro Station and features specially paved pedestrian crosswalks, including a raised crossing of Saintsbury Drive. The raised crossing is designed with special pavers and lighting to identify it as a pedestrian zone, and will include traffic signal controls. The proposed roadway design meets VDOT standards; it is intended that the roadway will be placed in the VDOT secondary roadway system for maintenance. In addition, other infrastructure improvements are proposed to that portion of the Vienna Metro Station located adjacent to the redesigned Saintsbury Drive. Specifically, the bus drop-off and kiss-and-ride areas will be relocated by the applicant. In addition, the applicant proposes to construct a new continuous canopy shelter to provide refuge from inclement weather for bus riders.

Under the proposed layout, Vaden Drive will be extended from its current terminus with Saintsbury Drive to Lee Highway (US 29). The proposed Vaden Drive Extended is designed as a four-lane, median-divided road. It is designed for a thirty (30) mile per hour (mph) design speed to facilitate traffic calming and safe pedestrian crossings. The applicant has indicated that a waiver of the lane width requirement will be sought at the time of site plan to permit 11-foot lanes. The purpose of this request is to provide additional traffic calming along this roadway. Traffic signals will be provided, if warranted, at three points along Vaden Drive Extended, including at its intersections with Lee Highway and Saintsbury Drive and at its intersection with the proposed Main Street (opposite the proposed community building). Pedestrian crossings will be provided at each of those locations to facilitate pedestrian and bicycle traffic coming from off-site locations into the proposed development.

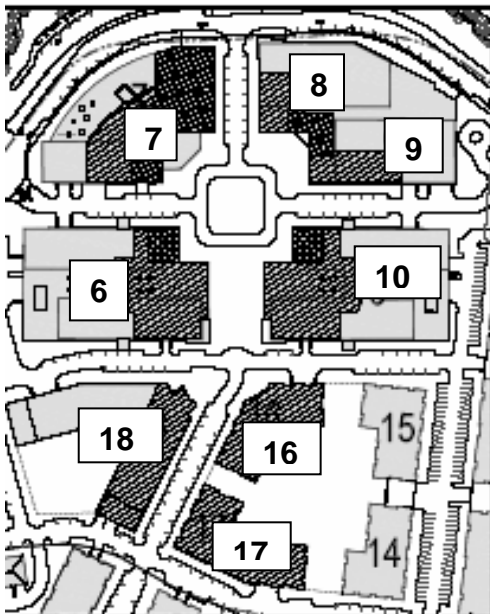
Open space is provided throughout the site. Small parks are located strategically so that all future residents have immediate access to a nearby park. A town square is proposed in the core area to create a central activity area for larger gatherings and activities. Landscaped buffers are proposed along the perimeter of the site, where the development abuts existing residential neighborhoods, including a 50-foot wide landscaped park between Circle Woods and proposed Vaden Drive Extended, a 30-foot wide landscaped buffer between the site and Hunter's Branch, and a 10-foot wide buffer between the site and Regent's Park.

The applicant has proposed a water quality management plan that will rely on several elements. First, underground detention vaults are proposed for each of the three drainage areas of the site to address quantity control. Vault #1 will account for an area of approximately 21 acres and will be located near the northeastern corner of the site closest to the Metro Station. This area drains to Hunter's Branch. Vault #2 will account for an area of approximately 18 acres of on-site runoff, plus an area of approximately 12 acres from the adjacent WMATA property. This area drains to Hatmark Branch. Vault #3 will be located in the southern portion of the site closest to Lee Highway. This area drains to Hunter's Branch.

In addition to the conventional water quality measures noted above, the applicant has proffered a variety of low-impact development (LID) measures including permeable pavers, vegetative tree box filters, bioretention basins (rain gardens), and vegetative roofs throughout the site. The applicant has also proffered to enter into a flow monitoring program to measure the proposed combined water quality and quantity controls' impact on storm flows from selected portions of the site. This monitoring will continue for a period of not less than three years with data compiled and presented in an annual report to the Department of Public Works and Environmental Services (DPWES).

Off-street parking is provided within underground and structured parking garages. On-street parking is provided along all streets. Drop-off and pick-up spaces for carpools are also depicted near the lobby entrances to buildings.

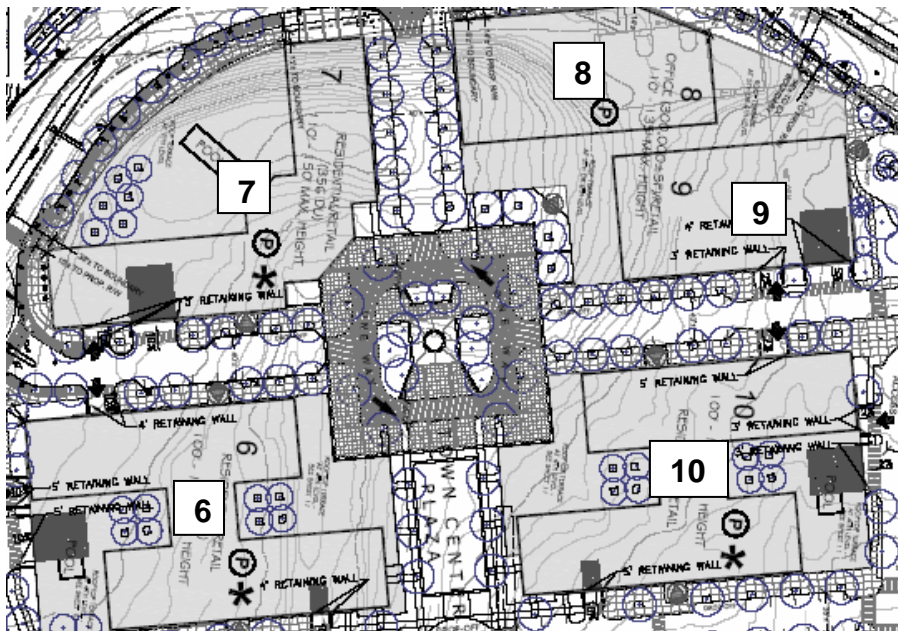
PRM



This area is located within the core area of the site (which is $\frac{1}{4}$ mile of the Vienna Metro Station as defined by the Comprehensive Plan). The applicant proposes to rezone this 23.25-acre area of the site from the R-1 to the PRM District at a 2.25 FAR, including up to 300,000 SF of office, 190,000 SF of other non-residential use and up to approximately 2.5 million square feet of residential use (up to a maximum of 1,642 units) in 14 buildings. These buildings would range in height from 49.5 feet (Buildings 11 through 13) to 150 feet in height (Building 7), with the tallest buildings being situated closest to the Metro. The height of the buildings would taper down as the development moves away from the Vienna Metro station. (It should be noted that the maximum height of 150 feet can only be achieved for

Building 7 if a grocery store is located within that building.)

Buildings 6 through 10



Building	Use	Square Footage	Max. Height	Max. # Dwelling Units
6	Multifamily	n/a	120 feet	280
7	Multifamily	n/a	150 feet*	356
8/9	Office	125,000 SF per building	135 feet	n/a
10	Multifamily	n/a	120 feet	280

* The maximum height of 150 feet can only be achieved if a grocery store is located within the building.

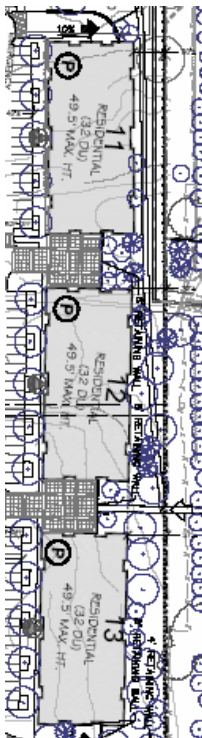
Buildings 6, 7 and 10 would be primarily multifamily residential; however, the ground floors would contain retail and other non-residential uses. In addition to residences, Building 7 is designated to house a 15,000 SF grocery store. Buildings 8 and 9 are designated for office use, with ground floor retail and other non-residential uses. Rooftop recreation areas, including outdoor pools, are proposed for Buildings 6, 7 and 10. These recreation areas would be located on the fourth floors of Buildings 6 and 10 and on the seventh floor of Building 7. Parking for the proposed buildings would be located underground and within the building, as depicted on the section shown on Sheet 27. As shown on the elevations on Sheet 27, for the most part, the parking would be within the core of the building. However, for those portions of parking decks which will be visible to the exterior, the applicant has proposed façade treatments to address their appearance, as shown on Sheet 12.

It should be noted that Sheet 11 proposes an alternative layout in which the uses of Building 7 and Buildings 8 and 9 are switched. While this alternative results in a change in the location of the uses, the proposed building footprints remain the same.

Under either scenario, these four buildings have been designed in a grid pattern, with the north/south streets connecting to Saintsbury Drive and the east/west street connecting to Vaden Drive Extended. A square is formed by the buildings; the applicant anticipates that restaurants with outdoor seating will be located along the

perimeter. Between Buildings 6 and 10 would be a town center plaza which would be used for outdoor performances, ice skating and other activities (see Detail #3 on Sheet 13). It should be noted that there will be no direct vehicular connection between Saintsbury Drive and the remainder of the development; the other portion of the site will only be accessible from Vaden Drive Extended.

Building 7 is impacted by noise levels emanating from Interstate 66 (I-66) and the Metrorail. These noise levels exceed DNL 75 dBA. In order to reduce the noise levels below DNL 75 dBA (which is the maximum exposure for residential use recommended by the Comprehensive Plan), the applicant proposes to construct a barrier of up to 30-feet in height immediately adjacent to the Vienna Metro Station. This proposed barrier, which will also serve as a continuous canopy over the bus stops to the Vienna Metro Station, would reduce noise impacts to Building #7 to less than DNL 75 dBA for all but the uppermost levels of the building. In order to address the uppermost levels of the building, the proffers propose two potential solutions. The first option would step back the upper levels for this portion of the structure so that no portion of the façade is in an area impacted by noise levels exceeding DNL 75 dBA. The second option would limit the types of uses which could be allowed within any units impacted by exterior noise exceeding DNL 75 dBA. Those units would be limited to non-residential functions, such as common interior recreation areas, meeting rooms or possibly apartment hotel units that would not be occupied on a long-term basis. As discussed later in this report, structural mitigation will result in interior noise levels of DNL 45 dBA or less. In order to mitigate exterior noise levels to DNL 65 dBA for the proposed seventh floor rooftop recreation area for Building 7, the applicant has proposed to install a three-foot high parapet wall on the top of the sixth floor to shield the recreation area from highway noise.



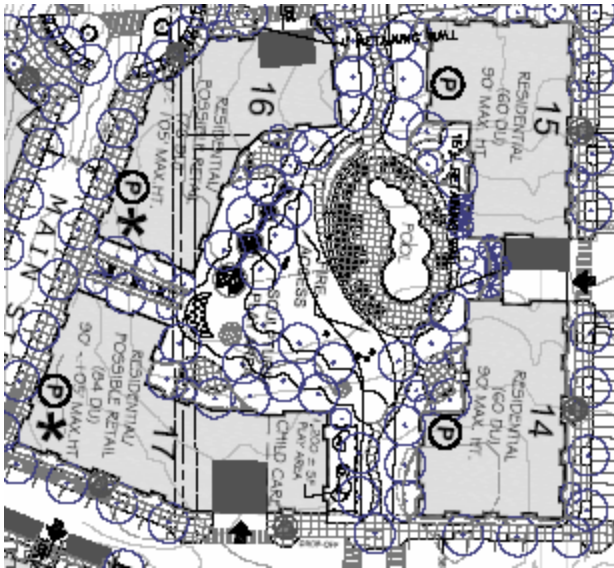
Buildings 11 through 13

Buildings 11 through 13 are located along the eastern property line of the site, abutting Hunter's Branch. These buildings are garden-style multifamily buildings. Each building would have a maximum height of 49.5 feet and contain a maximum of 32 units. Elevations for the proposed buildings are depicted on Sheet 29. As depicted on Section G on Sheet 19, a minimum of 30 feet would be located between the buildings and the eastern property line; this area would be landscaped. Parking for the proposed buildings would be located underground. Though Building 11 would be adjacent to Saintsbury Drive, there would be no direct vehicular access to these buildings from Saintsbury Drive.

Off-site grading is proposed along this portion of the site and, as such, the applicant will need to seek easements from the Hunter's Branch community. Should these easements be granted, the applicant has proffered to install landscaping and a new six-foot high fence along the shared property line. The applicant has also committed to install an irrigation system for this future landscaping.

Buildings 14 through 17

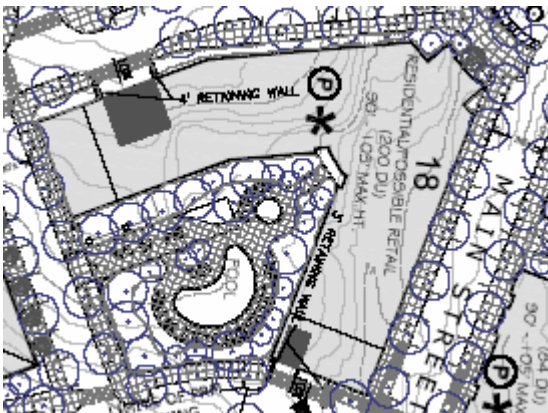
Building	Use	Max. Height	Max. # Dwelling Units
14	Multifamily	90 feet	60
15	Multifamily	90 feet	60
16	Multifamily	105 feet	76
17	Multifamily	105 feet	84



Buildings 14 through 15 are located south of Building 10 and to the east of the proposed Main Street. Buildings 16 and 17 could contain ground floor retail and other non-residential uses. Building 17 is also shown as the location of a possible child care center. The elevations for the proposed mid-rise buildings are depicted on Sheet 28. A major recreation area is depicted in the center of these buildings, including an outdoor pool and play area (see Detail #11 on Sheet 16). According to Proffer 9f, public pedestrian access easements

will be placed over this open space area to permit pedestrians to walk through the area during daylight hours. The recreation equipment within this area would be for residents only. Parking for these buildings would be located underground.

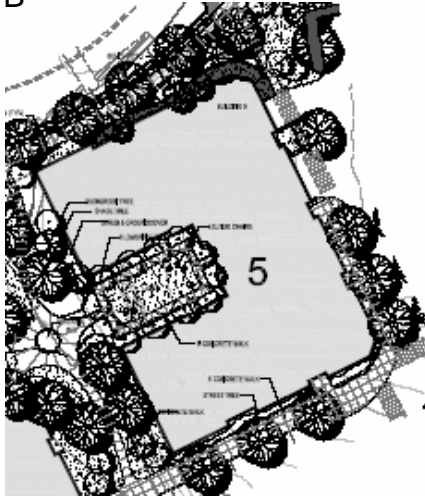
Building 18



Building 18 is located south of Building 6 and to the west of the proposed Main Street. The building would contain multifamily residential and some possible ground floor retail and other non-residential uses. Building 18 is proposed to be a maximum of 105 feet in height and will contain a maximum of 200 dwelling units. An outdoor recreation area with pool is depicted within the "V" of the building (see Detail #8 on Sheet 16). Parking would be located underground.

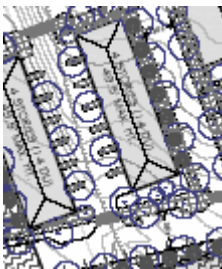
Building 5

B



Building 5 is located immediately south of Saintsbury Drive and west of Building 6. No vehicular access is proposed from Saintsbury Drive. Though this building is located in the PRM District, it is part of a triangle of independent living facilities that also contains Buildings 2, 3 and 4. Building 5 is proposed to be a maximum of 120 feet in height, with a maximum of 138 dwelling units. These units would be restricted to residents ages 55 and over. Parking for the building would be located underground.

Stacked Townhouses



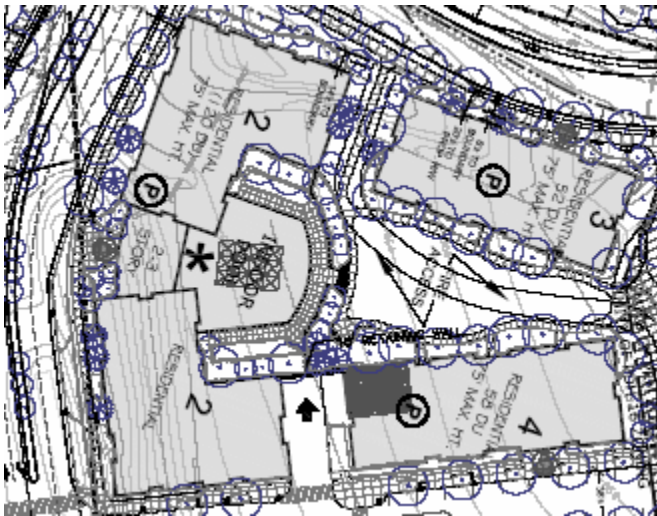
Two stacked townhouse buildings are proposed to the west of Building 18 and to the south of Building 5. These buildings would be a maximum of 49.5 feet in height (four stories) and each would contain 14 dwelling units. The buildings are designed to be rear-loaded; the proposed garages would be access from an alley. The garages and driveways would provide parking for the residents.

PDH-16

This area is located to the west of the core area. The applicant proposes to rezone this 17.10-acre portion of the site from the R-1 to the PDH-16 District for development of 230 independent living facility units (Buildings 2 through 4) and 158 multifamily units (Buildings 19, 20 and stacked townhouses) for a total of 388 units, representing an overall density of 31.31 du/ac, which includes a 20% ADU density bonus. Thirty-five (35) of the age-restricted housing units will be ADUs. ADUs could also be located within other areas of this section of the development. Approximately 4.71 acres of the southwest corner of this area will be dedicated for public use, including a tree save area and a 29,700 SF community building, containing a gym, meeting rooms, exercise facilities, classrooms, and a satellite police office. The proposed residential units include age-restricted housing, garden-style apartments, and stacked townhouses. These buildings, which continue to step down in height from the core, range in height from 50 to 75 feet (four to six stories). Parking would be contained in underground structures (age-restricted and garden-style apartments) or internal garages (stacked townhouses). Landscaped open space is found in two locations, including within the center of the Buildings 2 through 4 and within in the center of the stacked townhouses (immediately south of Building 4).

Buildings 2, 3 and 4

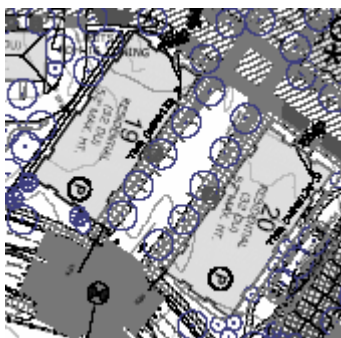
Building	Use	Max. Height	Max. # Dwelling Units
2	Independent Living Facility	75 feet	120
3	Independent Living Facility	75 feet	52
4	Independent Living Facility	75 feet	58



Buildings 2, 3 and 4 would be located in the southeast quadrant of Saintsbury Drive and Vaden Drive Extended. As noted above, along with Building 5, these buildings would form a triangle with a recreation area located in the center (see Detail #5 of Sheet 13). An indoor pool would be located within Building 2 but will also serve the residents of Buildings 3, 4 and 5. All parking would be located underground.

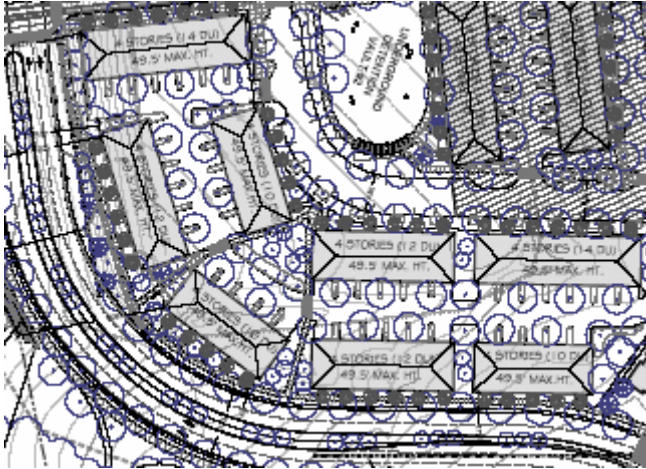
Like Building 5, these buildings would also be age-restricted. Specifically, these buildings would fall under the Zoning Ordinance definition of independent living facilities. The applicant has availed himself of the Zoning Ordinance multiplier formula for determining allowable development density for independent living facilities within residential districts. The Comprehensive Plan states that the northernmost 3.5 acres of this area can be developed with up to 230 units of elderly housing, provided that 15% of these units are provided as ADUs.

Buildings 19 and 20



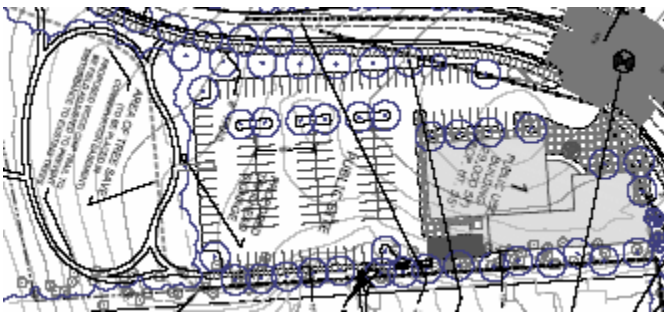
Buildings 19 and 20 are located at the corner of Vaden Drive Extended and the proposed Main Street. These buildings are garden-style apartment with a maximum height of 52 feet. Each would contain a maximum of 32 units. Parking for these units would be located underneath the buildings.

Stacked Townhouses



Eight buildings of stacked townhouses (each containing two-level multifamily units stacked on one another) are proposed. Each building would be a maximum of 49.5 feet in height and would contain between 10 and 14 units. The stacked townhouses are located immediately south of Building 2 and west of Vaden Drive. Parking for these buildings would be located within garages and in the driveways.

Community Building



Building 1 is the proposed community building. It is located immediately north of Circle Woods and across Vaden Drive Extended from the rest of the development. Building 1 will be 29,700 SF in size and is programmed to contain a 9,000 SF gym, meeting rooms, exercise facilities, classrooms, a satellite police office and office

space. The building will also include a green roof and other low-impact development (LID) measures within the surface parking lot. A 20-foot wide landscaped buffer and seven-foot high wooden fence with brick piers are proposed between the proposed community building and Circle Woods.

The applicant has committed to construct this building to a maximum cost of \$6 million plus 10% for any contingencies. Should the construction cost go above \$6 million, then the County will have the option to supplement the funding for the building or scale back the proposed building. The applicant has proffered that preliminary design drawings and initial budget for the community building will be submitted to DPWES prior to, or concurrent with, the submission of a site plan/public improvement plan for Vaden Drive Extended.

Immediately west of the proposed community building is a 1.17-acre tree save area. The applicant proposes to dedicate this tree save area to the County with the expectation that this tree save area will become a part of East Blake Lane Park.

PDH-12

This area is located to the south of the core area, within the “tail” of the subject site. The applicant proposes to rezone this 15.68-acre portion of the site from R-1 to the PDH-12 District for development of 218 single-family attached townhouse units at an overall density of 13.75 du/ac, which includes a 20% ADU density bonus. This section features front- and rear-loaded garage townhouse units. The majority of units are rear-loaded. The front-loaded units are located along the eastern property line, abutting Regent’s Park. A 10-foot wide landscaped buffer would be provided between these units and the Regent’s Park property line. Parking would be provided within the garages, driveways and on the street. The site also features four open space areas, including a large circular park in the northern portion of the site (the village green), a large open space area at the southern end of the site, abutting Lee Highway (Route 29) and two smaller open space areas.

Special Exception Amendment (SEA) Plat (Copy at front of staff report)

Title of SEA Plat: WMATA Fairfax/Vienna/GMU Station

Prepared By: Dewberry and Davis, LLC

Original and Revision Dates: November 18, 2005

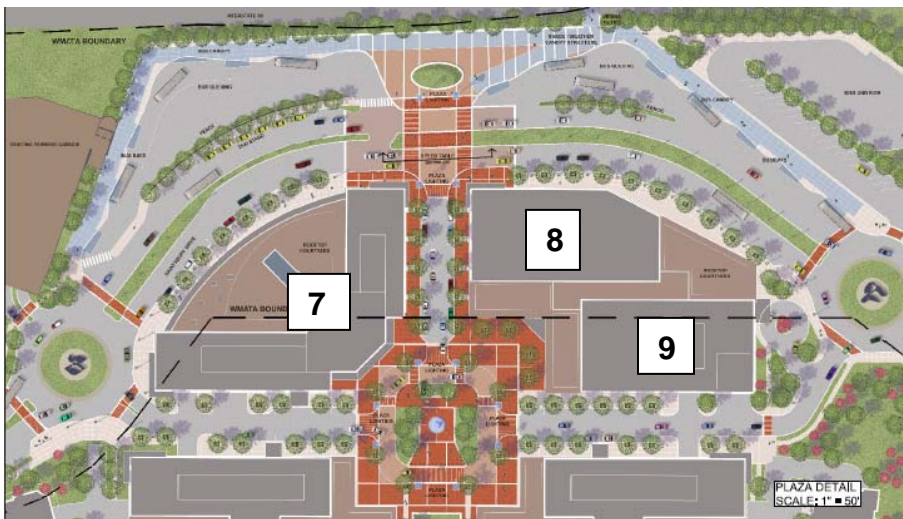
SEA Plat WMATA Fairfax/Vienna/GMU Station	
Sheet #	Description of Sheet
1	Cover sheet
2	Notes and tabulation
3	Overall site layout (1" = 100')
4	Site layout for western portion of the site (1" = 50')
5	Site layout for the eastern portion of the site (1" = 50')

The special exception amendment is filed on the southern portion of the Vienna Metro Station, and includes 29.84 acres. The applicant seeks to delete a 3.75-acre portion of the site from the special exception (SE) area so that it may be included in the MetroWest development. Under this application, the land area for the SE area would decrease by 3.75 acres from a total of 29.84 acres to a total of 26.09 acres.

As part of the MetroWest development, improvements are proposed to Saintsbury Drive (Saintsbury Drive will remain within the Metro Station property and is not included within the land area to be deleted from the site). These improvements are depicted on Sheets 3, 4 and 5. Under these proposed improvements, Saintsbury Drive would be improved to a four-lane divided highway and placed into the VDOT secondary road system. The improvements, which are depicted below, include:

- Two roundabouts at the eastern and western ends of Saintsbury Drive to facilitate bus access and traffic circulation;

- Two new or modified traffic signals at the Saintsbury Drive and Vaden Drive intersection and at Saintsbury Drive and the proposed main pedestrian crossing;
- A raised pedestrian crossing between the proposed main pedestrian plaza of the MetroWest development and the Vienna Metro Station and marked pedestrian crossings at the roundabouts;
- Reconfiguration of the entrance and exit points to and from the southeastern surface parking lot to improve traffic operations along Saintsbury Drive (and to eliminate the backup onto I-66);
- Provision of one new bus bay and reconfiguration of the existing bus bays; and
- Construction of a continuous canopy over all 12 bus bays.



ANALYSIS

Fairfax County expects new residential development to enhance the community by fitting into the fabric of the neighborhood, respecting the environment, addressing transportation impacts, addressing impacts on public facilities, respecting the County's historic heritage, contributing to the provision of affordable housing, and being responsive to the unique site specific considerations of the property. To that end, the Board adopted the Residential Development Criteria as part of the Policy Plan to evaluate zoning requests for new residential development (Appendix 17). In addition to these criteria, staff will be evaluating the application against its conformance with the previously cited Comprehensive Plan text specific for this site in Appendix 5, which is listed in italics. All issues are discussed either in this initial Comprehensive Plan section or in subsequent Residential Development Criteria topical areas.

Site Specific Text

Mix and Location of Land Uses

The Plan guidance indicates that the proposed development should be divided into four areas as provided in Figure 9 of the Plan text – a core area that is generally within ¼ mile of the station, two non-core areas located to the west and south, and a public use area to be located west and south of Vaden Drive extended. The applicant's request for three separate zoning districts within the proposed development correspond to the use, intensity and height recommendations for each of these areas.

- *The Core area should consist of approximately 23 acres that is within ¼ mile of the station platform and is planned primarily for multifamily mixed-use development at an FAR 2.25 including affordable dwelling units (ADUs) and an age-restricted housing component of approximately 145 units. The Plan allows for density credit for land that is to be dedicated for public use as part of the rezoning application. From a general design perspective, the core area should be characterized by the tallest buildings, primarily above and below grade structured parking, and well integrated streetscape and plazas that are oriented towards and facilitate pedestrian movements to and from the Metro.*

Pursuant to the Plan recommendations for the core area, the applicant proposes to rezone 23.25 acres to the PRM District at a 2.25 FAR and incorporate approximately 400,000 SF of non-residential use and approximately 2.6 million square feet of residential use (up to 1,642 units). Buildings 7, 8 and 9 are situated immediately across from the Vienna Metro Station and are proposed to be the tallest buildings ranging from 110 feet up to a potential maximum of 150 feet (12 to 14 stories). Building 7 is proposed for residential use and Buildings 8 and 9 are proposed for office use. Buildings 5, 6 and 10 are also proposed as residential buildings but are stepped down in height to a maximum of 120 feet in height (10 to 12 stories). Building 5 will also contain up to 138 age-restricted units (ages 55 and above). These six buildings create the framework for the proposed Main Street and the beginning of a grid pattern; the layout of buildings along Main Street provides for a public square and plaza. The buildings will be designed with space for ground floor retail and other non-residential uses in order to provide the services necessary to support the expected resident, employee and commuter-based populations. Moreover, these structures are also oriented towards the Vienna Metro Station along Saintsbury Drive. A series of three mid-rise buildings (Buildings 11 through 13), 49.5 feet in height (4 stories) are located parallel to the eastern boundary of the core area, abutting the Hunter's Branch community. Another series of residential buildings (Building 14, 15, 16, 17 and 18) ranging from 90 to 105 feet in height (8 to 9 stories) continue the height transition to complete the core. The series of buildings continue to frame Main Street and to provide additional locations for both primary and secondary retail and non-residential uses. Two garden-style residential buildings, approximately 50 feet in height (4 stories), continue the transition in height as the site moves to the southwestern corner of the core area. With the exception of on-street parallel parking for retail uses and drop-off areas, all parking is provided either underneath the buildings or in above-grade garage structures located within the core of the buildings. The buildings are

placed along the proposed Main Street, which will feature several plazas within a hierarchy of pedestrian spaces, all oriented towards moving to and from the Metro. Buildings are set close to the streets with sufficient setback for streetscape, planters, benches and other pedestrian amenities which conforms to the general Plan design and orientation recommendations. Therefore, the proposed development has addressed the basic use, location, height and intensity recommendations for the core area.

- *The area to the west of the core should consist of approximately 12.5 acres and is planned for residential use at 12-16 du/ac and may include up to 230 units in an elderly housing component in the northernmost 3.5 acres of the area provided that at least 15% of these units are affordable. This area should be characterized by low- to mid-rise multifamily buildings including stacked townhouse use, off-street, structured parking and open space areas designed to be visual and recreational amenities.*

To fulfill the Plan recommendations for this area, the applicant proposes to rezone 17.10 acres to the PDH-16 District for development of 230 independent living facility units (for residents ages 55 and above) and 158 multifamily units for a total of 388 units. Although the area to be rezoned is greater than the 12.50 acres suggested by the Plan, approximately 4.71 of the 17.10 acres are to be dedicated for public use. The buildings in this section continue to step down in height with maximum building heights up to 75 feet (6 stories) for Buildings 2, 3 and 4 in the northwestern corner and buildings heights of approximately 50 feet in height (4 stories) for the remainder of the buildings. The proposed density for the PDH-16 section, excluding the elderly housing units and 4.71 acres to be dedicated for public space, is approximately 17.70 du/ac (includes ADU bonus density). Fifteen percent (15%) of the elderly housing units within the PDH-16 District are to be ADUs, as stipulated by the Plan. The general design and layout continues to have the building façades oriented close to the grid street system and along Vaden Drive Extended, with travel aisles located internal to the site. Parking will either be located underground (Buildings 2 through 4) or within internal garages (stacked townhouses). Landscaped open space and the streetscape design provide for both visual and recreational amenities. Two larger open space areas are provided within the PDH-16 portion of the site, including an open space area in the center of Buildings 2 through 5, which will include a lawn area and an indoor pool complex. In addition, an open space area is provided within the stacked townhouse area, opposite Building 4. Staff believes this Plan bullet has been satisfied.

- *The area south of the Core Area should consist of approximately 16 acres is planned for residential single-family attached dwellings at 8-12 du/ac. This area should be characterized by townhouse and/or stacked townhouse units with off-street parking, primarily within individual garages. A landscaped "village green" as well as other landscaped open space areas should be well integrated into this portion of the site.*

To fulfill the Plan recommendations for this area, the applicant proposes to rezone 15.68 acres to the PDH-12 District for development of 218 single-family attached townhouse units at an overall density of 13.75 du/ac including a 20% ADU density

bonus. This section features front and rear-loaded garage townhouse units. The majority of townhouses will be rear-loaded, in order to create a pedestrian friendly streetscape. The front-loaded townhouse units will be located along the Hunter's Branch/Regent's Park property line. The PDH-12 District features four open space areas, the largest of which is designed to address the "village green" function as recommended by the Plan by creating a large central open space area for the neighborhood.

- *The area west of Vaden Drive should be dedicated to the County for open space and public use, including a potential site for a community facility.*

As previously noted, a 4.71-acre portion of the land area to be zoned PDH-16 is proposed to be dedicated to the County for public use. Specifically, the applicant proposes a 29,700 SF community building, a 1.17-acre tree save area, a portion of the City of Fairfax Connector Trail and a park entrance into East Blake Lane Park. The applicant has proffered to construct the community building (at a cost of approximately \$6 million), which is expected to contain a 9,000 SF gymnasium, exercise facility, classroom and meeting space, a satellite police office and office space (see Proffer 25). Therefore, staff believes that this Plan bullet has been satisfied.

Office/Hotel Use

- *The office component should range in floor area from at least 125,000 gsf to no more than 300,000 gsf, excluding store-front professional offices and live-work units both of which may be located in ground floors of other buildings. Office use should be located close to the Metro and utilize effective TDM measures in order to encourage transit usage by office workers. Vehicular access for office use should be from internal roadways that connect to Saintsbury Drive. Hotel use may be appropriate in addition to or as alternative to the office or residential use.*

The CDP/FDP and proffers both indicate that between 125,000 and 300,000 SF of office use is proposed for Buildings 8 and 9 within the proposed PRM District. This commitment excludes store-front professional offices and live-work units. Buildings 8 and 9 are located along Saintsbury Drive, immediately opposite the Vienna Metro station. In addition, some extended stay hotel units may be included within Building 7. Within the proffers, the applicant has also committed to achieve a 25% trip reduction for the office use, as specified by the Comprehensive Plan. A detailed analysis of the TDM program is discussed in the Transportation Analysis section of this report.

Residential Use

- *The residential component should not exceed 2,250 units, including all ADU, elderly and bonus density units. A mix of housing types should be provided and at least 70% of the residential component should be provided in the core area. The residential component should feature facilities and amenities that support carpools, van pools and bicycles.*

The applicant proposes a maximum total of 2,248 dwelling units of which 1,642 are proposed to be located in the core area (approximately 73%). A mix of housing types is provided, including: high-rise, mid-rise and low-rise multifamily residential buildings; traditional single-family attached townhouse units; and stacked townhouse units. The CDP/FDP depicts locations for queuing and parking for car and vanpools. The proffers also commit to car and vanpool drop-off areas (Proffer 13d), as well as bike racks (Proffer 10a). The proffers note that the facilities depicted on the development plans are illustrative and may be relocated during site plan review subject to the approval of the Fairfax County Department of Transportation (DOT). Staff believes that these commitments satisfy this Plan bullet.

Retail, Service, Institutional and Other Uses

- *The non-residential, non-office component should consist of at least 100,000 gsf of retail, service and institutional uses. The provision of a full-service grocery store of at least 15,000 square feet within a core area building is critical to the success of the metro-oriented, mixed-use option. The Plan recommends the provision of a variety of retail and accessory service uses which would be needed to support a customer base consisting of residents, employers/employees and commuters such as full-service restaurants, book stores, pharmacies, health and beauty service, professional storefront offices, live-work units and institutional, cultural, recreational and governmental uses. One or more child care center should be provided for both residents and commuters.*

As depicted on Sheet 11 of the CDP/FDP, the ground floors of Buildings 6 through 10 and Buildings 16 through 18 may be occupied by non-residential uses. In addition, the proffers further indicate that the space located within the second floors of Buildings 6 through 10 may be utilized to accommodate two-story non-residential uses. The applicant has committed that a total of 135,000 SF within the ground floors of Buildings 6 through 10 (100,000 SF) and Buildings 16 through 18 (35,000 SF) will be constructed, but not necessarily occupied, to accommodate retail, service and other non-residential uses. The proffers further commit that the types of non-residential uses that could be located within these spaces may include retail sales establishments, eating establishments, a grocery store (which will be a minimum of 15,000 SF), financial institutions, child care centers, repair service establishments and professional offices. A full list of the proffered uses is found under Proffer 5c (Uses). Of the 135,000 SF, the applicant has committed that at least 80,000 SF of this space must be occupied by retail and other non-residential uses as listed in the proffers. The applicant has proffered to use best commercial efforts to lease the remaining 55,000

SF of space over a period of 24 of the 36 months preceding submission of the building plans for the respective building(s) in which such additional retail space would be located. Should the applicant be unable to lease this space, then the space could be converted to residential uses. (It should be noted that any residential dwellings that occupy this space are included within the overall cap of 2,248 units.) Finally, in addition to the above uses, the applicant has committed to provide 29,700 SF of non-residential use in the community building.

Site Design (Development Criterion #1)

A Comprehensive Plan Land Use Analysis is included in Appendix 5.

Development Criterion (DC) #1 states that all rezoning applications for residential development should be characterized by high quality site design. As such, all rezoning proposals for residential development, regardless of the proposed density, are evaluated based upon the principles listed below. It should be noted that not all of the principles may be applicable for this proposed development. In keeping with these recommendations, the Comprehensive Plan text for this site includes specific recommendations as to how the site should be laid out in order to achieve a high-quality site design.

Consolidation

DC #1 states that developments should provide parcel consolidation in conformance with any site specific text and applicable policy recommendations of the Comprehensive Plan. This criterion also notes that the proposed consolidation should not preclude nearby properties from developing as recommended by the Plan. Under the Metro-oriented, mixed-use development option, the Plan notes that *“the fully consolidated Fairlee subdivision and undeveloped parcels to the west should be consolidated with property owned by WMATA located south of Saintsbury Drive, adjacent to Fairlee.”* The purpose of including this parcel, which currently consists of a small surface parking lot and open space, is to bring the development closer to the Vienna Metro Station in order to create a transit-oriented development.

The proposed CDP/FDP depicts the consolidation of all the land area as recommended by the Plan. WMATA has consented to the inclusion of its property within the rezoning application, as well as its sale to the applicant. The inclusion of this land allows the applicant to create a design which provides a strong connection to the Vienna Metro Station and makes the development truly transit-oriented.

Layout

In order to meet the “transit-oriented” design objectives, the Plan encourages the following elements to be incorporated into the proposed development. These elements are quoted and discussed below:

- *“Town Center” and “Main Street” design concept.* The development has been designed to create a grid system of streets, which lead to the Vienna Metro

Station. Within this grid, there is a hierarchy of streets and sidewalks (Sheet 35). The main road leading from within the site to the Vienna Metro Station has been designed to be a main street, with wide sidewalks, streetscape and street furniture. Along that main street will be a large pedestrian plaza (for outdoor performances) and a town square.

- *Building orientation close to roadways, streets and plazas with office and non-residential and employment uses located closest to the Metro.* All buildings have been designed to be oriented close to the street. As depicted on the CDP/FDP and further illustrated on the Detail Area #3, the proposed office and non-residential uses will be located within the core area of the site, closest to the Vienna Metro Station.
- *Pedestrian oriented streetscape amenities including benches, lighting, landscape plantings and street trees, wide sidewalks to function as retail browsing areas and to facilitate movement to and from the Metro.* The CDP/FDP contains sections of each of the proposed streetscape areas, depicting the width of the sidewalks, planting areas and possible retail browsing areas. The streets themselves are categorized into a streetscape hierarchy illustrated on Sheet 35. The sidewalks have been designed so that, as the development moves closer to the Vienna Metro Station, the sidewalks and streetscape section grow wider, in order to facilitate movement to and from the Metro. Street trees are provided along all sidewalks in order to provide shade.
- *Quality buildings materials – brick masonry, pre-cast and glass.* As depicted on the architectural elevations within the CDP/FDP and committed to within the proffers, the applicant has committed to utilizing quality building materials within the development, including brick masonry, pre-cast concrete and glass.
- *Architectural design with building façade and roof articulation and varied window and entrances features to promote a pedestrian scale and community identity.* As depicted on the CDP/FDP, the applicant has designed each building to have varied façade, window and entrance features. The proposed roof design of the buildings is varied in order to provide for an interesting skyline.
- *Coordinated public space furniture and the use of varied design elements such as awnings and arcades to distinguish ground floor retail and other non-residential uses from upper residential and office floors.* Sheet 32 contains details on public space furniture that could be used within the development. Sheet 12 illustrates awnings and arcades that may be used to distinguish ground floor retail and other non-residential uses on the residential and office uses contained on upper floors.

In addition, DC #1 provides guidelines for evaluation of the proposed site layout. These guidelines are included and discussed below:

- *Internal Relationship: Developments should provide logical, functional and appropriate relationships among the various parts (e. g. dwelling units, yards, streets, open space, stormwater management facilities, existing vegetation, noise mitigation measures, sidewalks and fences).* The proposed development is configured in a manner, which staff believes ensures that all units have a logical and appropriate relationship between themselves. Open space is provided throughout the site and is framed by the buildings in order to create a focal point for each of the various neighborhoods within the development. Stormwater management and parking are located to ensure that all sections of the development are attractive. The proposed site layout has an urban orientation; that is, the fronts of the buildings are facing the street. As a result, no awkward relationships (such as back yards facing main streets) are created. Fences will be located at the periphery of the development. Any internal fences will be wrought iron so as to retain an open feel throughout the development.
- *Orientation: Developments should provide dwelling units that are oriented appropriately to adjacent streets and homes.* By utilizing a grid pattern of streets as the organizing factor of this development, the applicant has ensured that no awkward relationships (such as back yards facing streets) are created.
- *Usable Yards: Development should include usable yard areas within the individual lots that accommodate the future construction of decks, sunrooms, porches, and/or accessory structures in the layout of the lots, and that provide space for landscaping to thrive and for maintenance activities.* The majority of the proposed residential units are multifamily, so this criterion is not applicable except for the proposed single-family attached dwellings. The majority of these units will be rear-loaded so there will be no rear yard. Instead, all residents will have access to a variety of indoor and outdoor recreational amenities. In addition, the rear-loaded units will have the ability to have a deck. According to the lot typical contained on Sheet 24, the 20-foot wide rear-loaded units can have a deck with the maximum dimension of 6 feet by 20 feet, and the 16-foot wide rear loaded units can have a deck with the maximum dimension of 6 feet by 12 feet. It should be noted none of the decks for these units may extend into the alley. The typical lot layout for the front-loaded townhouses contained on Sheet 24 illustrates that each unit will have an 18-foot minimum front yard and a 15-foot minimum rear yard. The maximum deck size permitted for these units is 10 feet by 24 feet.
- *External Relationship: Developments should provide logical and appropriate relationships among the proposed lots including the relationships of yards, the orientation of the dwelling units, and the use of pipestem lots.* This criterion is

only applicable to single-family detached dwellings. Since no single-family detached dwellings are proposed within this development, this criterion is not applicable.

- *Access to Transit: Developments should provide convenient access to transit facilities.* The proposed development is designed to facilitate access to the Vienna Metro Station. As discussed above, the applicant has created a pedestrian-friendly development with a hierarchy of sidewalks to provide for convenient and easy access to the Vienna Metro Station. Furthermore, the applicant has committed to create connections to surrounding neighborhoods in order to enhance the overall community's access to the station.
- *Amenities: Developments should provide amenities such as benches, gazebos, recreational amenities, play areas for children, walls and fences, special paving treatments, street furniture, and lighting.* The CDP/FDP contains several detail sheets depicting the proposed street furniture, recreational areas, children's play areas, walls and fences, paving treatments and lighting. Staff believes that the applicant's attention to these details will help ensure that the proposed MetroWest development is a desirable, transit-oriented and pedestrian-friendly in which to shop, work and reside.

Open Space

- *To enhance the quality of this development and to meet the recreation needs of residents, substantial, usable open space and other on-site facilities should be an integral part of the proposed mixed-use development. Open lawn areas, urban parks, plazas and courtyards should be incorporated into the overall design to serve residents, employees and visitors to the area. These spaces should be appealing places to gather with seating, lighting, landscaping and other amenities. Open space should exceed minimum requirements, and overall should total more than 35 percent. Opportunities for public art should also be incorporated into the development.*

DC #1 also states that developments should provide usable, accessible, and well-integrated open space. According to the proffers, at a minimum, the proposed development would provide a total of 35% open space throughout the development. Usable and accessible open space areas are located throughout the development as illustrated on Sheet 10 of the CDP/FDP. These open space areas, which will be open to the public with some restrictions, include a town square, an outdoor pedestrian plaza, village green and several passive recreation areas. Staff believes that this distribution of open space areas will ensure that every resident has immediate access to open space areas, despite the relatively high density of the development.

Landscaping

- *A comprehensive landscape plan should be provided which identifies the location and types of trees, flowers and shrubs that will be provided throughout the proposed development. Landscaping should be provided that is attractive in all seasons and provides shade to seating areas and pedestrian sidewalks and trails during summer months. In developing the landscape plan, emphasis should be placed on preserving some existing vegetation, transplanting some existing vegetation, and utilizing native plantings and trees that are known to mitigate air pollution.*

DC# 1 also states that developments should provide appropriate landscaping: for example, in parking lots, in open space areas, along streets, in and around stormwater management facilities, and on individual lots. Detailed streetscape sections (discussed below) are provided, which depict the placement of street trees to provide shade to sidewalks and outdoor seating areas. The CDP/FDP includes landscaping details on all portions of the site, as well as the typical lot plantings. Furthermore, within the core area of the development, the applicant has proposed to landscape rooftop areas of the buildings. Staff believes that the level of landscaping is appropriate for a development of this type. The applicant has proposed a tree save area and committed to using native planting. These commitments are discussed in greater detail under the analysis of Development Criterion #4.

Streetscape

- *A detailed streetscape plan should be provided for Vaden Drive, Saintsbury Drive and the major internal roadways within the development. This streetscape plan should detail the types and location of street trees, sidewalk/trail dimensions and general location and types of pedestrian amenities and should generally conform to the concepts shown in Figures 10 and 11. Sidewalks should be sufficiently wide to accommodate pedestrians, as well as to provide sufficient space for activities such as window shopping, seating, and outdoor dining.*

The site's sidewalk system is designed so that as one gets closer to the Vienna Metro Station, the sidewalks become wider in order to accommodate additional foot traffic and uses such as outdoor seating for restaurants. Smaller streets feed to a proposed "Main Street" which leads directly to the Vienna Metro Station. The CDP/FDP contains sections of each of the proposed streetscape areas, depicting the width of the sidewalks, planting areas, the placement of street trees, possible outdoor furniture and possible retail browsing areas/outdoor seating areas. More detailed sections are provided for Vaden Drive Extended and Saintsbury Drive.

Neighborhood Context (Development Criterion #2)

Development Criterion #2 states that all rezoning applications for residential development, regardless of the proposed density, should be designed to fit into the community within which the development is to be located. It is not expected that developments will be identical to their neighbors, but that the development fit into the

fabric of the community. It should be noted that DC #2 states that in evaluating this criterion, the individual circumstances of the property should be considered: such as, the nature of existing and planned development surrounding and/or adjacent to the property; whether the property provides a transition between different uses or densities; whether access to an infill development is through an existing neighborhood; or, whether the property is within an area that is planned for redevelopment. The Comprehensive Plan text for this site was written in order to give specific guidance as to how these transitions should occur. Recommendations include the width of landscaped buffers along the periphery of the site and the density and height of the buildings as the move from the Vienna Metro Station out toward the existing neighborhoods.

Buffers and Transitions to Existing Communities

The site specific Comprehensive Plan language states that effective buffers and transitions that are outside of individual lots should be implemented to ensure that a compatible relationship is achieved between development in Land Unit C and the abutting residential communities. In order to ensure this compatibility, the Plan recommends specific transitions, including: a 50-foot buffer along the western property line adjacent to Circle Woods; a 20-foot buffer and barrier along the southern property line adjacent to Circle Woods; a 30-foot buffer along the eastern property line adjacent to Hunter's Branch; and, a 10-foot buffer along the eastern property line adjacent to Regent's Park. Furthermore, the Plan states that each buffer area should be appropriately landscaped to aid in the transition and that an attractive barrier should also be provided along or inside the property lines adjacent to the aforementioned buffer areas to help screen existing communities from the proposed redevelopment.

Information contained in the CDP/FDP (as shown on Sheet 19) and the proffers related to screening, buffers and landscaping demonstrates that the proposal is consistent with the Comprehensive Plan recommendations for Land Unit C, as noted below. Where Vaden Drive Extended parallels the Circle Woods neighborhood, a 50-foot wide landscaped buffer is proposed. This buffer would include an 28-foot wide landscaped berm adjacent to the street, an 8-foot wide path and a 15-foot wide tree save area adjacent to the Circle Woods property line. A 20-foot wide landscaped buffer is proposed where the proposed community building abuts Circle Woods to the south. A 7-foot high wooden fence with 8-foot high brick piers would be placed along the site's property line with Circle Woods. A 30-foot landscaped buffer is proposed along the eastern property line where the site abuts Hunter's Branch. A 10-foot buffer is proposed along that portion of the eastern property line, where the site abuts Regent's Park, although a utility easement will be placed within this buffer which will preclude the planting of trees. Finally, along the eastern property line, a 6-foot high wooden barrier with 7-foot high brick piers is proposed.

Building Height

- *Development should be concentrated within the Core Area with maximum building heights as shown on Figure 9 and as described in the following text. Buildings closest to the Metro Station should be the tallest buildings on the site, with other buildings tapering down as they become further from the Metro station. The first tier of buildings closest to the Metro Station should be no greater than 110 feet in height. If retail and/or other non-residential uses are located in the first floor of buildings in this first tier, such building(s) may be 135 feet in height. However, if a grocery store is located in one of the buildings closest to the Metro platform, that building may be up to 150 feet in height, to the extent that additional height is needed to accommodate this use. Buildings located in the second tier of the Core Area should be no greater than 100 feet in height unless retail and/or other non-residential uses are located in the first floor, in which case building height may be increased to 120 feet. Building heights located in a third tier should be no greater than 90 feet and, if other retail and/or non-residential uses are located in the first floor of buildings in the third tier, then building heights may be increased up to 105 feet. To provide visual interest, building heights should not be uniform in the Core Area. Outside the Core Area, heights should transition downwards to be compatible with existing residential areas, with buildings ranging from 35 to 75 feet in height. Elderly housing may be located in buildings up to 75 feet in height outside the Core Area and up to 105 feet if located inside the Core Area. Buildings adjacent to the Hunter's Branch community should be at a comparable height of approximately 52 feet and those west of Vaden Drive Extended adjacent to Circle Woods should be no more than 35 feet in height.*

In order to ensure that the bulk and mass of any future development of the subject site under the Metro-oriented, mixed-use option, the Comprehensive Plan recommends a tapering of building height. Within the core area, the application proposes building height ranges within the recommended height limitations of the Plan. The proposed building heights along the periphery of the site are compatible (if not identical) to those found in abutting communities. The applicant has also committed to construct at least 135,000 SF of the ground floor areas for the retail and other non-residential uses, which staff believes permits the applicant the additional height bonus as specified in the Plan. By conforming with this Comprehensive Plan recommendation, in staff's opinion, the application also addresses the impact of the bulk and mass that the proposed buildings may have upon adjacent communities as discussed in DC #2.

Connections

The Comprehensive Plan states that a pedestrian circulation plan should be provided that: directly connects the development to the Metro property and to the station's platform; provides pedestrian connections to Circle Woods and Hunter's Branch; and details certain elements that should be included within the development. These elements are described and analyzed below:

- *Safe pedestrian connections across Vaden Drive and across Lee Highway at Vaden Drive and across the Lee Highway and Nutley Street intersection. As*

part of the proffered frontage improvements and intersection improvements to Lee Highway and Nutley Street, the applicant has proffered to include "pedestrian countdown signals." A painted pedestrian crossing will also be provided across Lee Highway at the future Vaden Drive intersection. (A painted pedestrian crossing already exists at the Lee Highway/Nutley Street intersection.)

- *Sidewalks on both sides of all major internal streets within the development and unrestricted pedestrian access, so that pedestrian circulation around and through the development will be enhanced and not impeded.* Sidewalks are proposed along both sides of all streets within the development, with the exception of in front of the front-loaded townhouses.
- *Pedestrian connectivity between the development and neighboring communities (to the extent that those existing communities wish to avail themselves of this amenity).* Pedestrian connections are proposed to the abutting communities of Circle Woods and Hunter's Branch, as illustrated on Sheet 36 and contained in Proffer 8e. Specifically, two pedestrian connections to Circle Woods are proposed, including one along Vaden Drive Extended and one at the proposed community building. A pedestrian connection to Hunter's Branch is proposed between Buildings 12 and 13. Because Hunter's Branch is a gated community, that community association has asked that the pedestrian connection be gated and secured with electronic card readers so that only residents of Hunter's Branch may use this gate. The connections in Circle Woods would not be gated.
- *Streetscape amenities such as street trees, sidewalks, plazas, street furniture, and landscaping to encourage pedestrian activity.* As discussed previously, the CDP/FDP contains appropriate streetscape areas, sidewalks, plazas and browsing areas.
- *Well-lighted paths.* Proffer 22 commits to street level lighting throughout the development. Pedestrian lighting will be built into the main crosswalk from the site to the Vienna Metro Station to illuminate the painted crosswalk at night.
- *Realignment of the W&OD/City of Fairfax Connector trail and the provision of access to said trail from adjoining residential neighborhoods for pedestrians and bicycles.* Although the City of Fairfax Connector trail crosses through the northwestern portion of the subject site, it is not located within a formal easement. As part of the proposed MetroWest development, the Connector Trail would be located on the subject site. However, during construction, the trail will have to be relocated temporarily onto the Saintsbury Plaza property (Proffer 8b and c). Once grading of the site is complete, the trail will return to a new location along the western portion of the site. It will be paved, landscaped with trees on both sides and furnished with benches. The applicant has also proffered to provide a pedestrian bridge across Hatmark Branch (discussed below) which will provide residents along Blake Lane with direct access to the

trail. Finally, two new trail connections will be provided (one along Vaden Drive Extended and one at the community building) which will provide access to the trail from the east.

- *Trees along both sides of the realigned portion of the City of Fairfax Connector Trail.* Detail #7 on Sheet 14 indicates that trees will be planted along both sides of the realigned portion of the City of Fairfax Connector Trail.
- *A pedestrian bridge across Hatmark Branch in East Blake Lane Park.* Currently, many surrounding communities have limited pedestrian access to the Vienna Metro Station because they are separated from the City of Fairfax Connector Trail and the Vienna Metro Station by Hatmark Branch. Over time, people have created temporary fords over Hatmark Branch. In order to increase access to the Vienna Metro Station and the proposed MetroWest development, Proffer 8d commits to the provision of a pedestrian bridge across Hatmark Branch. This bridge would be located in the vicinity of the Blake Tree Manor neighborhood.

Environment (Development Criterion #3)

Development Criterion #3 states that all rezoning applications for residential development should respect the environment. To that end, this criterion states that rezoning proposals for residential development, regardless of the proposed density, should be consistent with the policies and objectives of the environmental element of the Policy Plan. The Comprehensive Plan text for this site also makes specific recommendations to address existing environmental issues related to the subject site.

Preservation

DC #3 states that developments should conserve natural environmental resources by protecting, enhancing, and/or restoring the habitat value and pollution reduction potential of floodplains, stream valleys, Environmental Quality Corridors (EQCs), Resource Protection Areas (RPAs), woodlands, wetlands and other environmentally sensitive areas.

The site does not contain any floodplains, stream valleys, EQCs, RPAs or wetlands. Urban Forest Management (UFM), Department of Public Works and Environmental Services (DPWES) has noted several stands of trees, which are worthy of preservation. Tree preservation is discussed under Development Criterion #4 below (Tree Preservation & Tree Cover Requirements).

The site abuts East Blake Lane Park which contains Hatmark Branch and its associated RPA and EQC. With the exception of a storm drain outfall to Hatmark Branch, there will be no clearing and grading within the Hatmark Branch RPA/EQC. A storm drain outfall is considered a water dependent facility under the Chesapeake Bay Preservation Ordinance [CBPO 118-1-6-(f)]. Water dependent facilities are permitted to be located within the RPA subject to compliance with the performance criteria set forth in CBPO 118-2-1(a). The applicant will be required at the time of site plan review

to demonstrate compliance with these criteria, including the submission and approval of a water quality impact assessment (WQIA).

Topography

DC #3 states that the design of developments should take existing topographic conditions into consideration. Although no steep slopes exist on the site, the subject site does contain topographic variation, with the site generally sloping from east (Hunter's Branch) to west (East Blake Lane Park). The site also contains a large berm, which was created during construction of the Vienna Metro Station to buffer the existing Fairlee subdivision. With the exception of a 1.17-acre tree save area within the southwestern corner of the site, the site will be cleared and graded for the proposed MetroWest development and the construction of Vaden Drive Extended, as would be expected for a development of this type. The applicant seeks to grade the site all at once in order to construct Vaden Drive as quickly as possible and in order to reopen the site for those commuters who access the Vienna Station via the City of Fairfax Connector Trail and Fairlee subdivision. (During clearing and grading, the applicant proposes to notify the public about the imminent closing of the site and to relocate the Connector Trail onto the Saintsbury Plaza site so that commuters can still access the Vienna Station.)

Drainage and Water Quality

The Comprehensive Plan states:

It is expected that adequate outfall and storm water management (SWM) that fully mitigates the impacts of this development be provided. Detention of storm water that flows from the Metro station property to the site should be accommodated to the extent feasible. In addition to fully mitigating the drainage impacts of this development, the developer should improve the existing conditions of Hatmark Branch proximate to the site, which may require that SWM facilities exceed the minimum standards in the Public Facilities Manual. The quality of Hatmark Branch should be improved proximate to the site through stream restoration, which may include bed and bank stabilization, reforestation and the possible creation of wetlands, provided that agreements can be reached with affected property owners. No stormwater detention ponds or similar detention facilities proposed in conjunction with the development of Land Unit C should be located off site. SWM facilities should be designed to incorporate plantings as may be appropriate to improve the appearance and function of the facilities.

The grading associated with the redevelopment of Land Unit C should be done in a manner that best manages stormwater. An underground SWM facility should be provided to help regulate the flow of water into Hunter's Branch. SWM facilities may need to exceed the minimum standards in the Public Facilities Manual.

These recommendations are further echoed in Development Criterion #3, which states that the volume and velocity of stormwater runoff from new development should be managed in order to avoid impacts on downstream properties. Where drainage is a particular concern, this criterion notes that the applicant should demonstrate that off-site drainage impacts will be mitigated and that stormwater management facilities are designed and sized appropriately. Furthermore, adequate drainage outfall should be verified, and the location of drainage outfall (onsite or offsite) should be shown on development plans. Finally, DC #3 also states that developments should minimize off-site impacts on water quality by commitments to state of the art best management practices for stormwater management and low-impact site design techniques.

The subject property contains three drainage areas. The two areas on the eastern portion of the property drain to Hunter's Branch, while the drainage area on the western portion of the property drains to Hatmark Branch. Both of these stream channels are tributaries to Accotink Creek and both bear some level of degradation. The primary cause of the degradation appears to be insufficient or non-existent water quantity and quality control measures in the upper watershed areas of these two streams. It should also be noted that the Vienna Metro Station property currently contains no stormwater management (SWM) facilities and, thus contributes to this on-going issue. In order to address water quality concerns related to the proposed development and the surrounding area, staff had asked the applicants to employ measures which would meet or exceed the minimum requirements for stormwater management on the proposed development while also addressing concerns for some of the off-site issues in this area.

A number of approaches were considered to address these concerns (including the creation of a regional stormwater management pond and bed and bank improvements to Hatmark Branch). However, due to concerns about clearing and grading in East Blake Lane Park, the applicant ultimately chose an approach that combined conventional stormwater management with Low Impact Development (LID). The proposed approach would not only address runoff from the proposed development, but it would also treat runoff from the Vienna Metro Station site. Specifically, the applicant has proposed a water quality management plan that will rely on several elements, as described below:

Underground detention vaults are proposed for each of the three drainage areas of the site to address quantity control (the requested waiver for these facilities is discussed under the Waivers and Modifications section of this report). The applicant has also proffered to certain discharge rates for these vaults (as described below). No off-site SWM facilities are proposed. Vault #1 will account for an area of approximately 21 acres and will be located near the northeastern corner of the site closest to the Vienna Metro Station. This area drains to Hunter's Branch. The vault will be designed to account for the 1-, 2-, 10-, and 100-year storms. According to the stormwater and outfall narrative on the CDP/FDP, the proposed discharge rate from this structure for the 1-, 2-, 10-, and 100-year storms would be at a rate less than or equal to the existing conditions. Vault #2 will account for an area of approximately 18 acres of on-site runoff, plus an area of approximately 12 acres from the adjacent WMATA property. This vault will be located in the west central portion of the site. The 1-, 1.5-, 2-, and 10-year storm events are to be detained by this facility. Release rates from this facility for the 1.5-, 2-, and 10-year storms are proposed to emulate the ratio of runoff volume based on a wooded condition for this portion of the property. This area drains to Hatmark Branch. Vault #3 will be located in the southern portion of the site closest to Lee Highway (Route 29). This facility will account for approximately 13 acres of the proposed development. The 1, 2, and 10-year volumes are to be detained in this facility, with a proposed release rate equal to or less than the existing conditions in this area. This area drains to Hunter's Branch. Each of the proposed facilities will be subject to meeting adequate outfall requirements as determined by the DPWES.

In addition to the conventional water quality measures noted above, the applicant is proposing a variety of LID measures. These measures will include permeable pavers, vegetative tree box filters, bioretention basins (rain gardens), and vegetative roofs. Specifically, permeable pavers will be used within areas of sidewalk and on-street parking, and bioretention basins will be located within open space areas. The locations of these areas are depicted on Sheet 41 of the CDP/FDP. The applicant has also proffered to enter into a flow monitoring program of selected portions of the site to measure the effectiveness of these LID measures. Monitoring will continue for a period of not less than three years with data compiled and presented in an annual report to DPWES.

Noise

The Comprehensive Plan language for this site notes that noise attenuation measures should be provided in accordance with County policy for all residential uses and discourages residential buildings located within 200 feet of the I-66 right-of-way. In addition, DC #3 states that developments should protect future and current residents and others from the adverse impacts of transportation generated noise.

Although no buildings are proposed within 200-feet of the I-66 right-of-way, staff was concerned that the subject site could be impacted by highway noise from I-66 and noise from the Metrorail (particularly within the upper levels of the proposed high-rise residential buildings) and highway noise from Lee Highway. It was also noted that Vaden Drive Extended might result in noise impacts to existing and proposed residential development adjacent to its proposed right-of-way. In light of these concerns, the applicant was asked to prepare a noise study.

The applicant has submitted noise studies to address each of the areas noted above. The noise analysis for Vaden Drive concluded that noise impacts of DNL 65 dBA would only extend to 40 feet from the centerline for the proposed roadway. The analysis was based on a posted speed limit of 25 miles per hour with a future projected traffic volume of approximately 8,900 vehicles per day. Based on this analysis, neither the existing homes in the Circle Woods development nor the proposed townhomes along Vaden Drive would be impacted by noise levels exceeding DNL 65 dBA. Therefore, no interior or exterior noise mitigation is required in this area.

A noise analysis conducted for the Lee Highway frontage of the proposed development concluded that noise levels slightly above DNL 65 dBA would impact the proposed adjacent open space area, as well as the upper levels of the townhomes immediately adjacent to this open space area. As such, noise mitigation will be required for the open space area, as well as for the upper levels of the townhomes. In response, the applicant has proposed a wall and berm combination to shield the open space area from noise levels exceeding DNL 65 dBA. As depicted on Sheet 17 of the CDP/FDP, the berm will be approximately 4 feet high with a 4-foot high brick wall with precast concrete coping. With this wall/berm, the outdoor noise levels will be reduced to DNL 65 dBA. The applicant has also committed to providing interior noise mitigation for the impacted units along the Lee Highway frontage in order to mitigate interior noise levels to DNL 45 dBA, in keeping with the County's Policy Plan recommendations.

A noise analysis was also prepared for the northern portion of the proposed development to measure noise impacts created by vehicular traffic on I-66 and from the Metrorail. The noise analysis concluded that ground level noise in this area is below DNL 65 dBA primarily due to the shielding affects of the retaining walls along I-66. However, this shielding begins to diminish at approximately 60 feet above ground level. Unmitigated noise levels from 90-130 feet above-grade were projected to exceed DNL 75 dBA raising concerns regarding the potential to develop residential units within the northern portion of proposed Building 7. Per the Policy Plan, residential units are not permitted in areas impacted by exterior noise at levels of DNL 75 dBA or greater.

Building 7 is the only proposed residential structure that would be impacted by noise levels exceeding DNL 75 dBA (the same is true if Building 8 becomes a residential building). Based on the findings of the applicant's noise analysis, a number of techniques were proposed to overcome this issue. The ultimately selected proposal would rely on the construction of a barrier of up to 30-feet in height immediately adjacent to the Vienna Metro Station. This proposed barrier, which would also serve as the proposed continuous canopy over the bus stops, would reduce noise impacts to Building #7 to less than DNL 75 dBA for all but the uppermost levels of the building. In order to address the uppermost levels of the building, the proffers propose two potential solutions which the applicant may elect to employ. The first option is a building design which steps back the upper levels for this portion of the structure so that no portion of the façade is in an area impacted by noise levels exceeding DNL 75 dBA. The second option is to limit the types of uses which could be allowed within any units impacted by exterior noise exceeding DNL 75 dBA. Those units would be limited to non-residential functions, such as, common interior recreation areas, meeting rooms or possibly apartment hotel units that would not be occupied on a long-term basis. The proffers also give the applicant the opportunity to designate these units as residential units in the future should the Policy Plan be changed prior to the submission of a site plan for Building 7 to permit residential units within areas impacted by noise levels DNL 75 dBA or greater. The applicant has also proffered that all interior noise within Building 7 will be mitigated to DNL 45 dBA or less. Furthermore, the applicant has proffered that, in order to mitigate exterior noise levels on the rooftop recreation area of Building 7 (located on the seventh floor) to DNL 65 dBA, a parapet wall shall be extended upward a minimum of three (3) feet from the top of the sixth floor level of the building's northern façade.

Lighting

DC #3 states that developments should commit to exterior lighting fixtures that minimize neighborhood glare and impacts to the night sky. Proffer 22 commits that all outdoor lighting on the subject site will be provided in accordance with the outdoor lighting standards contained in Part 9 of Article 14 of the Zoning Ordinance. The proffer further commits that lighting fixtures in above-grade garage structures will be inset into the deck ceilings to reduce glare pollution.

Energy

DC #3 states that developments should use site design techniques such as solar orientation and landscaping to achieve energy savings, and should be designed to encourage and facilitate walking and bicycling. The proposed site has been designed to be Metro-oriented and as such, the site layout has been designed to encourage and facilitate walking and bicycling throughout the site and to reduce dependence upon the automobile.

Tree Preservation & Tree Cover Requirements (Development Criterion #4)

The Comprehensive Plan language for this site states that:

A comprehensive landscape plan should be provided which identifies the location and types of trees, flowers and shrubs that will be provided throughout the proposed development. Landscaping should be provided that is attractive in all seasons and provides shade to seating areas and pedestrian sidewalks and trails during summer months. In developing the landscape plan, emphasis should be placed on preserving some existing vegetation, transplanting some existing vegetation, and utilizing native plantings and trees that are known to mitigate air pollution.

The CDP/FDP provides a series of detailed sheets regarding the landscaping throughout the site. As demonstrated with the streetscape sections contained in the CDP/FDP, emphasis has been placed on creating a desirable walking environment and an attractive amenity for the residents. The landscape guidelines presented on Sheet 32 of the CDP/FDP indicate that native plantings and trees will be utilized within the site. The proffers also commit to transplanting some existing vegetation.

Development Criterion #4 states that all rezoning applications for residential development, regardless of the proposed density, should be designed to take advantage of the existing quality tree cover. If quality tree cover exists on site as determined by the County, this criterion notes that it is highly desirable that developments meet most or all of their tree cover requirement by preserving and, where feasible and appropriate, transplanting existing trees. Furthermore, tree cover in excess of ordinance requirements is also highly desirable. Finally, this criterion states that proposed utilities, including stormwater management and outfall facilities and sanitary sewer lines, should be located to avoid conflicts with tree preservation and planting areas.

In its review, Urban Forest Management (UFM) of the Department of Public Works and Environmental Services (DPWES) noted that the eastern portion of this site is partially developed with existing single-family detached dwellings and existing vegetation consisting primarily of red maple, red oak, white oak, American holly, Norway spruce, southern magnolia, and tulip poplar. UFM notes that the majority of these trees appear to be landscape trees that individual property owners had planted. UFM recommends that several scattered American holly trees in this area are in good condition and should be considered a priority for transplanting. The applicant has committed to transplanting these existing trees (Proffer 16k).

The northern portion of the site, located at the north end of Maple Drive, and the southwest portion of the site, north of Circle Woods Drive, both contain sub-climax upland forests consisting primarily of mature white oak, red oak, tulip poplar, Virginia pine, and white pine. UFM notes that these trees are in good condition and should be

considered the highest priority for preservation. Because of the planned density, Plan recommendation for a mixed-use development, and the resultant grading required, the applicant has not committed to the preservation of those trees at the north end of Maple Drive. However, the applicant has committed to preserve a 1.17-acre portion of the site within the southwest corner of the site, as recommended by UFM. The applicant proposes to dedicate this tree save area to the County. It is expected that this tree save area will become part of East Blake Lane Park.

Tree cover calculations for the site have been included in the site tabulations. These tabulations indicate that the application will satisfy the tree cover requirements through the proposed tree save area and through the planting of new trees throughout the site.

Transportation (Development Criterion #5)

Traffic Impact Analysis

- *Detailed traffic impact analyses should be done at selected intervals (identified at time of rezoning) to determine the improvements required to mitigate the impacts of the proposed development on the transportation system. These impact analyses should include roads, transit and pedestrian system, and should be both an intersection analysis, as well as a cordon analysis that includes the roads surrounding the development. In addition, these impact analyses should demonstrate, in coordination with WMATA and Fairfax County, that sufficient existing and planned capacity should be available at the Vienna Metro Station to serve the additional ridership generated by the residential component of the development at build out.*

The Comprehensive Plan notes that the impacts of the development allowed under this option be offset through a combination of additional roadway and transit capacity, roadway and pedestrian circulation and access improvements, and effective transportation demand management (TDM) measures. In order to identify the impacts that this development might create and ways that those impacts could be offset, the Fairfax County Department of Transportation (FCDOT) worked with VDOT and the applicant's transportation consultant to identify parameters for a comprehensive transportation evaluation of the proposed development. FCDOT, in concurrence with VDOT, identified various intersections for study, and established separate distribution patterns for residential, and non-residential vehicle trips to and from the site. In identifying the intersections for study, FCDOT presumed that Vaden Drive would be extended to Lee Highway prior to any occupancy within the development. The intersections initially identified for study were as follows:

- Lee Highway (US 29) at proposed Vaden Drive Extended;
- Vaden Drive at Saintsbury Drive;
- Saintsbury Drive at Nutley Street;
- Saintsbury Drive at the proposed office site entrance; and
- Vaden Drive Extended at proposed Main Street.

These intersections were chosen since it was expected that they would receive the greatest impacts from site traffic. The Nutley Street and Lee Highway intersection was not initially identified because the applicant had committed to restripe the intersection and modify the traffic signal as needed in order to provide a second left turn lane from northbound Lee Highway onto Nutley Street. In addition, the Vaden Drive extension to Lee Highway was expected to alleviate some of the traffic pressures at the Nutley Street intersection.

In measuring the impact of the proposed development, the consultant was instructed to include anticipated trips from the approved, but as yet not occupied, developments of: the elderly housing project at the southwest corner of Vaden Drive and Saintsbury Drive (Saintsbury Plaza); the Hunter's Branch office development; and the incomplete Virginia Center residential development under construction on the north side of Virginia Center Boulevard, plus a three percent per year growth in existing traffic volumes to a horizon year of 2010. The consultant was also instructed to utilize the broadly recognized and accepted trip generation rates published by the Institute of Transportation Engineers (ITE) and Fairfax County rates for townhouse development for evaluating site generated trips, which more accurately reflect townhouse projects in the County.

Recognizing that the site is adjacent to a Metrorail station and bus transit hub, certain trip reductions were taken into account in the analysis. Based on studies of other developments near Metro stations located outside the Beltway, approximately 33 percent of peak hour trips generated by the residential uses in such locations are anticipated to occur by transit. For the office/retail component of such developments, approximately 8-9 percent of trips to and from the site during peak hours were projected to use transit. For that reason, staff agreed that trip reductions of 33 percent for residential uses and 8.5 for the office uses could be assumed in these studies, if a satisfactory transportation demand management (TDM) program was implemented by the applicant.

The applicant submitted a transportation impact report dated December 15, 2003. The study results determined that several transportation improvements would need to be completed concurrent with site development in order to offset the impact of this development. These improvements included:

- Modifications to the I-66 eastbound off-ramp so as to allow two lanes to exit from the collector-distributor road to the ramps to Nutley Street southbound and to Saintsbury Drive;
- Improvement of Saintsbury Drive between the off-ramp and the entrance to the Kiss and Ride lot;
- Improvement to the Saintsbury/Five Oaks on-ramp to I-66 eastbound so as to permit left turn access from eastbound Five Oaks Boulevard; and,
- Provision of traffic signals at various locations adjacent to the Vienna Metro Station.

While FCDOT generally concurred with the conclusions of the study, some concerns remained, specifically:

- Would adequate roadway capacity be available to accommodate the trips associated with the future construction of an additional parking structure in the southeast quadrant of the station area?
- Would appropriate pedestrian access to the station from the south remain?
- How could vehicular and public transit access into and within the station area be maintained and improved?

Based on these concerns, the applicant agreed to relocate and reconstruct Saintsbury Drive, and to reconstruct the vehicular, bus and pedestrian access at the station, as discussed previously in this report. It is staff's opinion that these modifications will ensure that adequate road capacity would be available should structured parking be constructed at the existing surface lot in the southeast corner of the WMATA property. In addition, these improvements to the station provide for a primary pedestrian crossing "table" near the station portal, and covered walkways between the station and adjoining transit loading areas. The proposed roundabouts along Saintsbury Drive will provide additional pedestrian crossing areas, and will slow traffic entering the station area, while permitting full bus circulation to and from loading points at the station.

Subsequently, concerns were raised related to transportation impacts beyond the initial area of evaluation, and related to weekend traffic generation. In order to address these concerns, the applicant evaluated:

- The Virginia Center Blvd./Nutley Street intersection;
- The Saintsbury Drive/Blake Lane intersection;
- The Lee Highway/Circle Woods Drive intersection;
- The Lee Highway/Blake Lane intersection;
- The potential impacts to Fairfax Circle; and
- The potential impacts to Route 123 within the Town of Vienna.

The analyses indicated that site generated traffic at each of the intersection locations ranged from 2% to 4% of the total intersection volumes. FCDOT did not believe that these volumes are of a sufficient impact to warrant additional evaluation; therefore, no further study was requested.

Regarding impacts to Route 123 within the Town of Vienna, the site is projected to generate 80 vehicles per hour (vph) in the AM peak hour and 92 vph in the PM peak hour on Nutley Street north of Virginia Center Boulevard, while the existing AM and PM peak hour volumes on this segment of roadway are 2,507 vph and 2,582 vph, respectively. Because Nutley Street would be used by site traffic to access Route 123, and the site traffic is projected to be approximately 3 to 3.5 % of the total volumes on Nutley Street, FCDOT did not believe that additional analysis of Route 123 was warranted.

In response to concerns about the potential for weekend impacts to intersection and roadways in the area, the applicant completed studies at various locations. These analyses concluded that the weekend midday peak hour volumes would be no greater than the weekday AM and PM peaks and that proffered improvements would adequately mitigate increased weekend travel demands. FCDOT reviewed the new data as submitted and concurred with the findings.

Several transportation impact studies have been submitted to FCDOT for review considerations. A complete list of these studies is contained in Appendix 6. In addition, it should be noted that the applicant has proffered to conduct follow-up traffic impact analyses of the site to reevaluate the intersections previously studied. At a minimum, the analyses will occur following issuance of the 1,500th RUP for the subject site, and again one-year following issuance of the last initial RUP for a dwelling unit to be constructed on the subject site or one year following issuance of the last initial Non-RUP for floor area representing 80% of full occupancy of the last office building to be constructed on the site. These studies will be submitted to FCDOT and VDOT for review. Based on the findings of these studies, the applicant will implement any signal timing modifications needed, as approved by VDOT

Finally, concerns were raised about the site's impact on access/capacity of the Metrorail platform and on trains outbound to the station. To address these concerns, the applicant updated prior transportation impact studies to include an evaluation of transit and Metrorail capacities. The study utilized bus routes, and the scheduled frequency of bus service to the station, as well as information on the number and frequency of Metrorail trains and the number of cars in each train. The capacity of the rail system was identified and evaluated, and deemed to be sufficient to adequately serve the ridership needs of both the new residents and the existing residential communities. WMATA has also reached the same conclusion based on its own studies.

Trip Generation

One of the primary areas of evaluation of the application was the potential for increases in trip generation and the resultant impact on both Interstate 66 and the surrounding roadway network. As discussed above, the applicant has proffered the requested off-site roadway improvements and (as discussed later) a comprehensive TDM program to reduce the overall impact of the proposed development. When considering the trips generated by the uses proposed using ITE trip generation rates with the percent reduction proffered with the proposed development, and the proposed additional travel lane and roadway improvements, the net impact of site generated trips will be very well mitigated. A table summarizing the trip generation associated with the proposed development is included in Appendix 6.

Circulation and Access

- *In order to facilitate efficient internal circulation and access to the Metro station, development of a four-lane divided roadway connecting Route 29 and the Metro station (Vaden Drive extended), as shown in Figure 8, should be constructed with*

the first phase of development. No vehicular connection should be provided between Circle Woods Drive and Vaden Drive. Vaden Drive should be developed as a boulevard with a landscaped median to provide safe refuge for pedestrian crossings. This roadway should be designed in such a manner as to foster low vehicular speeds, facilitate safe pedestrian crossings in designated locations, and minimize grading into East Blake Lane Park. In addition, turn lanes should be minimized as a way to reduce the crossing distances for pedestrians. Any retaining walls associated with the construction of the road should be low in height, terraced with vegetation provided on the terrace areas, and located in such a manner as to not interfere with pedestrian access from the park to the development and to the transit station.

The CDP/FDP addresses the items identified in this element of the Plan by providing for the four lane boulevard extension of Vaden Drive to Lee Highway. The CDP/FDP includes a detailed sketch of a terraced retaining wall to be located along the west side of Vaden Drive Extended, a site design which precludes any extension of Circle Woods Drive and which minimizes grading within East Blake Lane Park. In order to foster lower vehicle speeds and to facilitate safer pedestrian crossing along this road, the applicant proposes to construct Vaden Drive Extended with narrower than typically accepted travel lanes (11 feet wide), minimal number of right turn lanes and a design speed of 30 miles per hour. VDOT has granted preliminary approval to these parameters. A raised pedestrian table is also proposed for Vaden Drive at the main entrance into the site. As such, staff believes that all issues identified in this Plan bullet have adequately addressed.

- *The County should also take the appropriate measures to ensure that tank trucks and vehicles carrying hazardous cargo are prohibited from using Vaden Drive extended.*

The applicant has also proffered to seek truck restrictions on Vaden Drive. The truck restriction issue cannot be finalized until such time as the roadway is constructed and accepted into the VDOT system for maintenance and operations.

- *To further enhance pedestrian access to the Metro Station, the station access road (Saintsbury Drive) should be redesigned to improve pedestrian access to the station including relocating the existing bus bays, taxi stands and parking, and improving access to the park and ride facilities. This redesigned access road will greatly reduce the existing vehicular and pedestrian conflicts at this location. It should also contribute to clearly defining pedestrian access points for those who will be walking from and through the new development, as well as pedestrians from the existing communities located south of the station, such as Hunter's Branch and Regent's Park. Traffic calming measures should be provided to facilitate safe pedestrian crossings throughout the development.*

As discussed previously, the applicant proposes to redesign Saintsbury Drive. Under the applicant's proposal, the road will be redesigned to create a signalized raised pedestrian table crossing where the proposed Main Street terminates at the Vienna Metro Station. In addition, bus bays and Kiss 'n Ride areas will be relocated to create for a direct connection between the development and the station. Roundabouts are to be constructed at each end of Saintsbury Drive to slow traffic and place drivers on notice that they are entering a transit/pedestrian oriented area. These roundabouts will also enhance bus circulation to the station area. Finally, the comprehensive sidewalk and trail network will significantly improve pedestrian access for adjoining neighborhoods such as Hunter's Branch and Regent's Park.

- *Off-site improvements, such as improvements to the Route 29 and Nutley Street intersection, may be appropriate at the initial stage of redevelopment to help ease existing congestion in the area.*

The applicant has proffered that the construction of Vaden Drive Extended and the proposed improvements to the Nutley Street/Lee Highway intersection will be completed prior to the issuance of the first Residential Use Permit (RUP) or Non-Residential Use Permit (Non-RUP) for uses on the site.

Transportation Demand Management (TDM)

- *A transportation demand management (TDM) program should be provided that encourages the use of transit (Metro and bus) and high occupant vehicle commuting modes, and that utilizes measures to reduce automobile trips. The TDM program should grow in size and scope as the proposed development of the site occurs. While this program will start under the auspices of the developer, it will ultimately be maintained and funded by the residents and business owners. The TDM program should be established with an initial contribution from the developer that is sufficient to ensure that it will operate during the construction, marketing, and occupancy phases. Additionally, long term funding for the TDM program should be ensured by mechanisms that may include a specified yearly contribution based on each residential unit and non-residential square foot. TDM measures employed during the initial and subsequent development phases will have an objective of reducing vehicular trips in the peak hours by a specified amount, with the exact number to be negotiated between the County and the applicant based upon the number and types of units and uses being developed. In general, at build out, it is expected that, for the residential portion of the development, a reduction in peak hour trips of 47% should be achieved through the use of transit and other means; for the office portion of the development, a peak hour trip reduction of 25% is expected to be achieved through the use of transit and other means.*

The applicant has proffered that within 90 days of approval of the rezoning to implement a TDM program. A copy of the proposed TDM Strategic Plan is attached to the proffers as Exhibit B. So that the TDM program can respond to the ever-changing transportation related circumstances of the site, the TDM Strategic Plan may be amended from time to time, subject to approval of FCDOT; however, the plan will include the following elements:

- Establishment of a targeted marketing program for residential sales/leases that encourages and attracts TDM oriented people such as one or no car individuals/families to the project, as well as a targeted marketing program for office tenants;
- Integration of transportation information and education materials into residential sales/rental kits;
- Provision of “personalized transportation advising” integrated into new unit walk-throughs, including appropriate training of sales/leasing agents;
- Distribution of fare media or other incentives one time, to all initial residents of driving age as well as on select occasions as an incentive;
- Utilization of marketing and incentive programs that encourage off-peak vehicle travel;
- Encouraging office employers to offer employee benefit options including parking cash out, pre-tax/payroll subsidy for transit and vanpool fares, flex-time and alternative work schedule programs and live-near-work incentives;
- Establishment of vanpool and carpool formation programs, including ridematching services, and coordination with established guaranteed ride home programs;
- Participation in safe routes to schools program(s);
- Formation of car sharing program(s) subject to agreement with third-party vendor(s) (such as ZipCar/FlexCar);
- Maintenance of a site-specific project website (that includes targeted information on a building by building basis) and that includes multimodal transportation information, real-time travel and transit data, the possibility of online transit pass sales or value loading and connections to supporting links;
- Parking management including the “un-bundling” of parking spaces from unit sales/leases, dedicated space for residential vanpools, unbundling of leasing and pricing for office space and parking spaces, preferential parking (rates and locations) for carpools and vanpools;
- Establishment of TDM network of designated TDM contacts from the UOA, property managers and FCDOT through which to coordinate the implementation of the TDM Plan;
- Establishment of a phasing strategy coordinated with FCDOT as provided herein for implementation to address which strategies are implemented at what time; and
- Training of residential sales staff and property marketing representatives in TDM awareness and importance.

In addition, the applicant has proffered to establish a TDM coordinator within 90 days of rezoning approval. The TDM coordinator will be in charge of administering and monitoring the TDM program. Finally, the applicant has also proffered to make a one time contribution of \$300,000 to the TDM Account to fund a transit incentive program for initial purchasers/lessees. This program, which will be developed by the applicant in coordination with FCDOT, will include consideration for fare media distribution and value loading, financing incentives, and alternative incentives (such as grocery delivery) tailored to residents that are not likely to make use of alternative commute option benefits.

In order to address funding for the project, the applicant has proffered that a line item in the Umbrella Homeowners' Association (UOA) budget for TDM programs will be established and maintained. The growth aspect of the TDM program is also addressed because, as more of the site is constructed, the percent of required trip reduction increases. The applicant has proffered that, upon build out of the subject site (as defined within the proffers), the TDM plan shall reduce site-generated residential trips by 47% and on-site office trips by 25%. To implement the TDM plan, proffers have been provided that establish a TDM budget within 180 days of rezoning approval. Furthermore, the applicant is also committing to establish and maintain an annual TDM fund account of at least \$200,000, as escalated for inflation.

In addition, \$500,000 will be placed in a TDM Remedy Fund (see Proffer 7j). These monies are to be used to supplement the TDM account (initially \$200,000 as noted above) in support of additional TDM strategies that may be determined to be necessary to achieve the objectives of the TDM Plan if sufficient funds are not available in the TDM account. At the end of the applicant's control period (when the TDM is taken over by the UOA), the applicant will replenish the TDM Remedy Fund so that at a minimum, a \$500,000 balance is available when the TDM program is taken over by the UOA.

- *The TDM program will be evaluated initially in at least three stages during the development process; first at the time of rezoning, second before and during construction and third after project completion or "build out." In the first stage of evaluation, at the time of rezoning, a development application should demonstrate that TDMs will be provided to achieve the peak hour trip reduction goals stated above. If it is determined that the trip reduction goals as stated above are infeasible, the maximum office square footage and/or residential density should be reduced by an amount equal to the unachieved portion of the peak hour trip reductions. Once TDM levels are established at the rezoning stage, the TDM program must address interim stages of development to validate that the approved density can be accommodated. In the second stage of evaluation, before and during construction, the county will establish interim TDM targets for each phase of development. As residents move into the new community, county supervised surveys of actual resident behavior will be conducted to verify TDM success based on the interim trip reduction targets. If the interim targets are not met, additional measures will be required to reduce the number of vehicle trips. The third stage of TDM evaluation will be completed one year after build out or before bond release. At this point, if the established trip reduction targets for the development in its*

entirety are not being met, additional program measures and funding will be necessary until the trip reduction targets are achieved.

In order to determine whether or not the trip reduction goals as set forth in the Comprehensive Plan were feasible, the County contracted with an outside consultant (UrbanTrans Consultants, Inc.) to evaluate the proposed development and its potential trip reductions. As part of this evaluation, the County requested that the consultant: (1) determine the current state of peak hour commuting/travel patterns and mode splits within the Vienna-Fairfax-GMU Metro Station Area; (2) investigate "best practices" throughout the region, across the Country and/or comparable international programs; and (3) develop a menu of successful TDM strategies and benchmarking opportunities to be considered for implementation at any transit-oriented mixed-use development planned for the Vienna-Fairfax-GMU Station Area ("Vienna TOD"). In addition, the consultant was told to review the proposed development to determine whether or not the TDM goals as stated in the Comprehensive Plan could be achieved. This study concluded that the trip reduction targets for the proposed project as set forth in the Comprehensive Plan (peak-hour vehicle trip reductions of 47% for the residential uses and 25% reductions for the office uses) could be achieved.

In order to address the interim stages of site development at which the TDM program is to be evaluated to determine its efficacy, the applicant has proffered to evaluate the program following occupancy of the 750th dwelling unit and the 1,500th dwelling unit and at build out of the development. At least two consecutive evaluations will occur after build out in order to ensure that the trip reduction objectives are being met. The proffers establish interim TDM targets, which the applicant has committed to meet. The targets for residential uses will be 25% between one and 750 dwelling units and 30% between 751 and 1,500 dwelling units. The interim target for the office will be 20% for any office constructed prior to stabilization, which is defined in the proffers as upon the later of one-year following issuance of the last initial residential use permit (RUP) for a dwelling unit to be constructed on the subject site or one-year following issuance of the last initial Non-Residential Use Permit (Non-RUP) for floor area representing 80% of full occupancy of the last office building to be constructed on the site. At build-out, the applicant will meet the 47% residential trip reduction and 25% office trip reduction as set forth in the Comprehensive Plan. Should these goals not be met, the applicant will face monetary penalties. The applicant has proffered to establish a \$2,000,000 one-time corporate guarantee which the County will draw upon if the proffered targets are not met (see Proffer 7j). Any penalties collected by the County will be used for transportation related improvements in the vicinity of the subject site. It should be noted that the penalties are only applicable during the time that the applicant controls the TDM program; no monetary penalties are proposed once the UOA takes over the TDM program.

Commitments in the TDM proffers will provide for frequent and careful monitoring of the commuting patterns of the residents and employees. Every year, the TDM coordinator will report annually to FCDOT on the TDM Plan. The TDM coordinator will conduct an annual survey to evaluate the effectiveness of the TDM strategies in place at that time and to evaluate whether potential changes to the TDM Program are needed. In addition to the survey, traffic counts will be completed at specific thresholds, as described below:

1. Following occupancy of the 750th dwelling unit;
2. Following occupancy of the 1500th dwelling unit;
3. Following stabilization (as defined in the previous paragraph);
4. One year following stabilization; and
5. Two (2) years following stabilization.

The results of the traffic counts will be compared to the trip reduction goals. In the event such goals have not been achieved, then the applicant shall convene a meeting with FCDOT to review the TDM strategies in place, to develop and implement changes to the TDM program and to fund any needed changes to the TDM program.

Under the proffers, the applicant (or any successor developer) will be responsible for the TDM program until such time as two consecutive post-stabilization trip generations analyses reveal that the trip reduction objectives are being met (defined as the "Applicant Control Period" in the proffers). At the end of the Applicant Control Period, the TDM program then becomes the responsibility of the Umbrella Homeowners' Association (UOA). As stated earlier in this section, the applicant (or any successor developer) then hands over the TDM Remedy Fund (a minimum \$500,000 balance). The purpose of this commitment is to ensure that the developer is responsible for making the TDM program a successful one. Once the UOA inherits the program, it will then be their responsibility to maintain the success previously established.

Once the UOA takes over the TDM program, trip generation analyses will be conducted every two years to determine whether the trip reduction objectives are continuing to be met. Upon such time as two consecutive analyses demonstrate that the trip reduction objectives have been met, the UOA will then be required to conduct subsequent trip generation analyses at five (5) year intervals. However, the UOA will continue to report annually to FCDOT on the TDM program. In the event that the annual reports demonstrate through trend analysis that a change in commuting patterns has occurred that is significant enough to reasonably call in to question whether the post stabilization trip reduction objectives are continuing to be met, as determined by FCDOT, then FCDOT may require the UOA to conduct additional trip generation analyses on a more frequent basis to determine whether in fact such objectives are being met. If any of the UOA's required trip generation analyses demonstrate that the trip reduction objectives are not being met, then the UOA will be required to convene a meeting with FCDOT to review the TDM program and to develop and implement changes to address the shortfall.

- *After project completion, periodic surveys and reports based on empirical measurements will be submitted to the County on an ongoing basis to document the continued success in achieving the target reductions.*

As discussed above, in addition to surveys of residents and employees, the draft TDM proffers provide for ongoing surveys and traffic counts to ensure that over time that the occupants of the site continue to achieve the trip reduction expectations identified in the Plan text.

- *Bicycle use should be encouraged. Parking for bicycles should be provided at the office, retail and multi-family residential buildings. To encourage pollution-free commuting, shower facilities should be provided in office buildings for bicycle commuters, walkers and runners.*

Proffer 10a commits to the provision of secure bicycle storage on locations convenient to the office, multifamily residential and retail uses on the site. The proffers also commit to the provision of shower facilities within the office buildings.

- *The common areas of residential buildings and individual residential units should include features to encourage work at home such as the pre-wiring of units for high-speed internet access.*

This Plan text has adequately been addressed through various commitments. For example, the applicant will provide state of the art internet access to individual residences plus telework facilities within the development, including a business center containing office equipment for the use of residents.

- *Design elements such as car pool drop off zones that facilitate the TDM program should be incorporated into the project. Sheltered waiting areas should be provided.*

Numerous design elements and proffer commitments will encourage the incorporation of the TDM program into the project. The CDP/FDP depicts proposed carpool drop off-zones throughout the development. These locations have been chosen to take advantage of proposed building lobbies. Proffer 7b also commit to the creation of preferential parking spaces carpools and vanpools.

- *The TDM program should include an education component. This program component could include such measures as notifying residents about “ozone action days” and actively encouraging trip combination, car pooling, mass transit, and other measures to reduce air pollution from automobiles during such periods.*

An educational component is part of the TDM Strategic Plan that has been proffered. In order to ensure that the TDM program takes early roots within the community, the applicant has proffered to the early establishment of a TDM coordinator, to train sales and marketing representatives, and to ensure the importance of the TDM program at open house walkthroughs. The applicant also proposes a community-wide web site to

provide residents with information on transit. The applicant proposes to establish a network of designated TDM contacts from the UOA so that residents have several possible contacts from which to learn about this TDM program.

- *This reference to TDM measures is not meant to be all inclusive; other measures may be acceptable if coordinated with the Fairfax County Department of Transportation.*

The extent of the TDM proffers, which as noted above are judged to be the most comprehensive to ever accompany a rezoning application, indicate that the issue of trip reduction is a major predicate of this application.

Metro Replacement Parking

- *Estimates of projected 20-year parking demands at the Vienna Metro station indicate a shortfall of parking spaces, especially since Vienna will remain as the end-of-the-line station for some time in the future. Currently, a portion of the property provides 650 temporary spaces for Metro parking, which are due to be closed under the terms of the existing special exception approval (SE 01-P-043). Due to the need to maintain and increase Metro parking levels, arrangements for maintaining or replacing this parking on an interim basis should be strongly encouraged until such time as additional parking is constructed at the station and/or enhanced feeder bus service to the station is provided. WMATA and the developer should work with the County to replace at least some of the surface parking that will be lost with the redevelopment of this temporary parking lot. The following measures as well as other approaches should be considered:*
 - *Construction of surface parking in the loop of the interchange at the southwest quadrant of I-66 and Vaden Drive;*
 - *Provision of on-street parking along Saintsbury Drive; and*
 - *Continued use of portions of the temporary 650 space parking lot prior to its full closure due to development. The developer should provide a timetable and the number of spaces available under this measure.*

Permanent Metro parking spaces and on-street spaces lost due to development should be replaced by the developer. The developer should provide the requisite number of parking spaces or provide funding for off-site provision of replacement parking.

This Plan text identifies both issues which should be considered and issues which should be addressed. Of the three bulleted issues which should be considered, the applicant has addressed two of these issues. First, subject to VDOT/WMATA approval, on-street parking is to be retained along the reconstructed Saintsbury Drive. In conversations with staff from both agencies, it appears that both VDOT and WMATA support the concept of on-street parking. The applicant has also committed to work with the County and WMATA to retain the temporary on-site parking for as long as possible, locate it elsewhere on site if possible, and to reduce the parking gradually. Parking within the cloverleaf was evaluated, but was deemed to not be

appropriate at this point in time and therefore, no commitment to provide public parking within the cloverleaf has been provided by the applicant. Finally, the County is working with WMATA on the study and design of a third parking garage at the Vienna Metro Station.

The applicant has addressed the Plan language regarding the permanent replacement of Metro and on-street parking by providing on-street parking along the reconstructed Saintsbury Drive. The proffers do include commercial off-street parking as a use so it could be that during construction, the areas of Buildings 6 through 10 could be used as temporary surface parking.

Phasing

- *To ensure a viable, well-designed mixed-use project, a phasing plan should be a component of the rezoning application. This phasing plan should address the timing and development of Vaden Drive Extended and improvements to Route 29 during the first construction phase; the timing of gateway features and plazas; and the timing of the pedestrian circulation system that provides direct access to the transit station from the development and surrounding neighborhoods during each construction phase. The phasing of other public improvements, such as the community building, should also be provided.*

The proffers make several commitments to the phasing of public improvements within the MetroWest development. The construction of Vaden Drive Extended and improvements to the Lee Highway/Nutley Street intersection will be completed in the first phase of the development. As noted earlier in this report, the applicant will be closing off the site at the start of the development to clear and grade the site and to construct Vaden Drive Extended. After that, the applicant has committed to reopen the site to permit pedestrians access through the site to the Vienna Metro Station. As detailed in Proffer 8C, the applicant will then construct a temporary pedestrian path along the route of the proposed Main Street in order to provide for a direct connection to the Vienna Metro Station. The proposed pedestrian bridge across Hatmark Branch, which will provide communities to the west with better pedestrian access to the Vienna Metro Station, will be completed prior to the issuance of the 400th residential use permit (RUP) within the PDH-12 and PDH-16 Districts. The applicant has also committed that the proposed community building will be completed and dedicated to the County prior to the issuance of the 400th RUP within the PDH-12 and PDH-16 Districts.

Because the proposed development is to be a mixed-use development that has non-residential uses on the first floor of certain buildings, and because there is a strong desire to have non-residential uses in place relatively early in the process, staff had asked the applicant to commit to phasing the non-residential uses to the residential

uses. In response, the applicant has proffered to: have completed six (6) levels of columns and beams for the first of Buildings 5, 6, 7, 8, 9, 10, 14, 15, 16, 17 or 18 prior to the issuance of a RUP for the 500th residential unit constructed on the subject site; completed construction of the first of Buildings 5, 6, 7, 8, 9, 10, 14, 15, 16, 17 or 18 prior to the issuance of the 1000th RUP constructed on the subject site; and have completed six (6) levels of columns and beams for the second of Buildings 5, 6, 7, 8, 9, 10, 14, 15, 16, 17, or 18 prior to the issuance of a RUP for the 1,000th residential unit constructed on the subject site. Staff concurs with the applicant's contention that this phasing commitment will ensure that there is a critical mass of residences on the site to also encourage non-residential uses to locate within the development. To enhance the phasing commitment, staff suggested to the applicant that Buildings 5, 14 and 15 be excluded from this proffer commitment, since those buildings will not be designed to have ground-floor non-residential uses. The applicant is still exploring this option.

Public Facilities (Development Criterion #6)

Development Criterion #6 states that because residential development impacts public facility systems (i.e., schools, parks, libraries, police, fire and rescue, stormwater management and other publicly owned community facilities), these impacts should be identified and evaluated during the development review process.

Given the variety of public facility needs throughout the County, on a case-by-case basis, public facility needs will be evaluated so that local concerns may be addressed.

All rezoning applications for residential development are expected to offset their public facility impact and to first address public facility needs in the vicinity of the proposed development. Impact offset may be accomplished through the dedication of land suitable for the construction of an identified public facility need, the construction of public facilities, the contribution of specified in-kind goods, services or cash earmarked for those uses, and/or monetary contributions to be used toward funding capital improvement projects. Selection of the appropriate offset mechanism should maximize the public benefit of the contribution.

Fairfax County Park Authority (Appendix 10)

Par. 2 of Sect. 6-110 of the Zoning Ordinance requires the provision of recreation facilities in all P-Districts, based on the minimum expenditure of \$955 per market rate dwelling unit (ADUs are excluded from these calculations). Therefore, under this proposal, the provision of \$2,013,140 worth of on-site recreation is required. The Fairfax County Park Authority (FCPA) notes that the \$955 per unit funds required by the Ordinance offset only a portion of the impact to provide recreational facilities for the new residents since many of the facilities which the new residents will use, including picnic areas, ballfields and basketball courts, will not be provided within this development. In order to offset this anticipated impact, FCPA recommends that the

applicant provide an additional \$1,385,155 to FCPA for recreational facility development at one or more of the sites located within the service area of this development.

The applicant has proffered to provide the minimum expenditure of \$955 per unit toward on-site recreational facilities for the future residents of the development, including outdoor pools, play areas and indoor recreation areas. In order to further address the impact of this development, the applicant has proffered to construct a 29,700 SF community building which will be dedicated to the County (see Proffer 25). This community building is programmed to contain a 9,000 SF gymnasium, exercise equipment, classroom and public meeting space, a satellite police office, and office space (a preliminary design is included within the CDP/FDP). In addition, a 1.17-acre tree save area will be dedicated to the Park Authority as an addition to East Blake Lane Park. Furthermore, the City of Fairfax Connector Trail (Northern Virginia Regional Park Authority) will be formally located on the site (though the trail is currently located on the subject site, there is no formal easement). Finally, the applicant will also be dedicating a small piece of land in the northwestern corner of the site to serve as an entrance to East Blake Lane Park and the City of Fairfax Connector Trail.

The applicant has set a monetary cap on the construction of the proposed community building. Specifically, the applicant has proffered to construct the proposed 29,700 SF community building up to \$6,000,000 (site development costs would be borne by the applicant). Should the costs of the building exceed \$6,000,000, it may be necessary for the County to adjust the scope of the project or augment the funding for the project. However, based on the information known today, \$6,000,000 should be sufficient.

Fairfax County Public Schools (Appendix 11)

The Comprehensive Plan language for this site recommends that the impact of the proposed development on schools be mitigated. The Plan also encourages the applicant will work with the community and Fairfax County Public Schools to identify appropriate commitments to address projected impacts.

Under the current school boundaries, the proposed development would be served by Mosby Woods Elementary School, Luther Jackson Middle School, and Oakton High School. Both Mosby Woods Elementary and Oakton High Schools are projected to exceed capacity through the 2009-2010 school year; however, Luther Jackson Middle School is not. Fairfax County Public Schools (FCPS) indicates that, although the development is currently in the Mosby Woods Elementary School attendance area, it is likely that this assignment will be changed before this development gets underway. If that is the case, it is possible that the development will shift to the Marshall Road Elementary School attendance area, which is adjacent to the subject site. FCPS notes that the School Board's Capital Improvement Program includes a 12-classroom modular addition for Marshall Road Elementary School; however, that addition is currently unfunded. For that reason, FCPS would like the ability to use any proffer money obtained from this rezoning to be dedicated to funding this modular addition.

According to FCPS, the proposed zoning would generate a total of 236 students, which is 207 students above the existing zoning. Using the adopted guideline of \$7,500 per student, this would justify a contribution of \$1,770,000. Because the school attendance areas for the subject site may change prior to the start of the proposed MetroWest development, the applicant has proffered a contribution of \$1,770,000 to the Board of Supervisors to be utilized for capital improvements contained in the adopted Capital Improvement Program (CIP) for public schools within the Providence District. The proffer further stipulates that if approved by the Board of Supervisors (BOS) or its authorized agent prior to the time such a cash contribution is made, the applicant may make an in-kind contribution for capital improvement to the schools equal to, or greater in value than, the cash contribution, as determined by the BOS or its agent. In this way, once the receiving schools for the site are identified, the applicant can continue to work with FCPS to identify any in-kind contributions that may be appropriate to offset the impact of this development.

Fire and Rescue (Appendix 12)

The subject property is serviced by the Fairfax County Fire and Rescue Department Station #430, Merrifield. The requested rezoning currently meets fire protection guidelines, as determined by the Fire and Rescue Department.

Sanitary Sewer Analysis (Appendix 13)

The application property is located in the Accotink Creek watershed and would be sewered into the Noman M. Cole, Jr. Pollution Control Plant. Based upon current and committed flow, there is excess capacity in the Lower Potomac Pollution Control Plant at this time. Based on current and committed flow, there is excess capacity in the plant at this time. However, availability of treatment capacity will depend on the current rate of construction and the timing for development of this site.

There is an existing eight inch (8") sanitary sewer line located in an easement, approximately 20 feet from the property. This line is inadequate for the proposed use at this time. DPWES recommends that the applicant proffer to replace any sewer line that becomes inadequate due to the proposed development. DPWES also notes that a public improvement plan should be submitted concurrent with the site plan for the proposed development to upgrade any off-site sanitary sewer line. The applicant they will be required to replace any inadequate sewer at the time of site plan.

City of Falls Church Water (Appendix 14)

The subject property is located not located within the Fairfax County Water Authority Service Area; rather, the site will be served by the City of Falls Church. The City of Falls Church notes that, at this time, there are adequate water facilities to support the proposed development. However, during site plan review, the applicant will be required to develop a hydraulic analysis of the site to ensure adequate sizing of the internal line sizes. During this review, it is possible that the applicant may be required to increase the size of the water mains.

Affordable Housing (Development Criterion #7)

The Comprehensive Plan states that affordable dwelling units (ADUs) should be provided in accordance with the provisions of the Zoning Ordinance and the Residential Development Criteria. The Plan also recommends that the developer replace units lost with the redevelopment of the former Fairlee Subdivision with affordable units. The Plan further recommends the ADUs be provided on-site and dispersed throughout the development and that a portion of the ADUs be accessible units.

The proposed development will include a total of 140 ADUs. These units will be dispersed throughout the proposed MetroWest development, within various product types, as recommended by the Comprehensive Plan. Seventy-nine (79) of these units are required by Sect. 2-801 of the Zoning Ordinance (35 of which will be located within the age-restricted units). Sixty-one (61) of the ADU units represent a replacement of the dwellings that existed within the Fairlee subdivision, as recommended by the Plan. Proffer 24 commits that a minimum of ten of the total ADUs provided within the development will be designed and constructed as fully handicapped accessible units, as encouraged by the Plan. Finally, Proffer 24 notes that all ADUs will be administered pursuant to Sect. 2-801 of the Zoning Ordinance; however, irrespective of those provisions, the ADUs will be provided for a minimum term of 30 years, which represents a significantly longer term than that required under Sect. 2-801 (which is 15 years).

Heritage Resources (Development Criterion #8)

Development Criterion #8 states that heritage resources are those sites or structures, including their landscape settings that exemplify the cultural, architectural, economic, social, political, or historic heritage of the County or its communities. Such sites or structures have been 1) listed on, or determined eligible for listing on, the National Register of Historic Places or the Virginia Landmarks Register; 2) determined to be a contributing structure within a district so listed or eligible for listing; 3) located within and considered as a contributing structure within a Fairfax County Historic Overlay District; or 4) listed on, or having a reasonable potential as determined by the County, for meeting the criteria for listing on, the Fairfax County Inventories of Historic or Archaeological Sites. To that end, it is expected that a development address potential impacts on historical and/or archaeological resources research, protection, preservation, or recordation.

The Cultural Resources Branch of the Fairfax County Park Authority (FCPA) requested that a Phase I Archeological Survey of the southwest corner of the site (the area designated for the community building and tree save). The applicant has conducted this survey and submitted a copy of its findings to FCPA for review. This survey found that there were no areas of archeological interest within this portion of the site. Based on this report, the Cultural Resources Branch has concluded that no further studies are necessary.

ZONING ORDINANCE PROVISIONS (Appendix 16)

Purpose and Intent (Sect. 6-101 and Sect. 6-401)

The PDH-District is established to encourage innovative and creative design. Specifically, the PDH-District regulations are designed to insure ample provision and efficient use of open space; to promote high standards in the layout, design and construction of residential development; to promote balanced developments of mixed housing types; and to encourage the provision of dwellings within the means of families of low and moderate income.

The PRM District is established to provide: (1) for high density, multiple family residential developments (with a minimum density of 40 dwelling units per acre); and (2) for mixed-use developments consisting primarily of multiple family residential dwellings with secondary office and/or other commercial uses. The proposed mixed-use development will have an overall intensity of 2.25 FAR and 56.80 du/ac.

The Zoning Ordinance also states that PRM Districts should be located in those limited areas where such high density residential or residential mixed-use development is in accordance with the adopted comprehensive plan such as within areas delineated as Transit Station Areas, and Urban and Suburban Centers. The PRM District regulations are designed to promote high standards in design and layout, to encourage compatibility among uses within the development and integration with adjacent developments, and to otherwise implement the stated purpose and intent of this Ordinance.

The application property is located in an area designated as the Vienna Transit Station Area. Additionally, the Comprehensive Plan language for the site specifically recommends a high-density, mixed-use development as an option for this property. As recommended by the Comprehensive Plan, the application proposes a transit-oriented, mixed-use development. The site layout has been designed to provide a transit-oriented, mixed-use development which concentrates density within ¼ mile of the Vienna Metro Station in order to encourage use of transit. The site design facilitates the accessibility of the station and decrease walking times. Buildings are located close to the street to create quality public spaces, all of which helps to enhance the pedestrian experience. The development proposes a mix of uses (residential, office and retail) and housing types (high-rise apartments, elderly housing, townhouses, as well as ADUs). As noted previously in this report, at a minimum, a total thirty-five percent (35%) open space will be provided within the site. This open space is located throughout the site, providing all of the future residents of this development with immediate access to outdoor areas. Staff believes that the proposed design promotes high standards in design and layout and integrates well with the adjacent multifamily and single-family attached dwellings of Circle Woods, Hunter's Branch and Regent's Park.

Use Limitations (Sect. 6-106 and Sect. 6-406)

PDH District

Sect. 6-106 sets forth the use limitations for all development in a PDH District. As part of these limitations, the proposed PDH-16 and PDH-12 developments will be required to meet the standards of 16-101 (General Standards) and 16-102 (Design Standards). This issue is discussed below under the headings, "Section 16-101, General Standards" and "Section 16-102, Design Standards."

Sect. 6-106 also limits the types of secondary uses that can take place within these districts. In keeping with the recommendations of the Comprehensive Plan, the applicant is proposing 230 elderly housing units within Buildings 2, 3 and 4. Elderly housing (defined as independent living facilities in the Zoning Ordinance) is a permitted secondary use within the PDH-16 District. No other secondary uses are proposed. Par. 3 of Sect. 6-106 states that when a secondary use is being considered for approval on a final development plan, the special exception standards shall be used as a guide. Within the PRM District, the applicant has proposed several permitted secondary uses, including office, retail, child care, and off-street commercial parking. These uses are listed in greater detail under Proffer 5c.

Sect. 9-306 sets forth the additional standards for independent living facilities. Below is a list of these standards and an analysis of how these standards have been satisfied:

- *Par. 1 limits independent living facilities to persons who are sixty-two (62) years of age or over, couples where either the husband or wife is sixty-two (62) years of age or over and/or persons with handicaps, as defined in the Federal Fair Housing Act Amendments of 1988, who are eighteen (18) years of age or older and with a spouse and/or caregiver, if any.* The applicant has proffered that the proposed elderly housing units in Buildings 2, 3 and 4 will be restricted to persons ages 55 and above. While the Comprehensive Plan recommends elderly housing as a component of any mixed use development, it does not specify the age. The existing independent living facility which abuts the site (Saintsbury Plaza) is restricted to ages 55 and older. Staff believes that the proposed age limits for the elderly housing meets the intent of the Comprehensive Plan recommendation to create a mix of housing opportunities at the site.
- *Par. 2 requires that any proposed independent living facilities take into account the needs of elderly persons and/or persons with handicaps for transportation, shopping, health, recreational and other similar such facilities.* Buildings 2, 3 and 4, which will house the elderly housing units, will be within walking distance of the Vienna Metro Station and the proposed ground floor retail and other non-residential uses within the core of the MetroWest development.

- *Par. 3 requires that independent living facilities be compatible with the surrounding neighborhood, shall not adversely affect the health or safety of persons residing or working in the neighborhood of the proposed use and shall not be detrimental to the public welfare or injurious to property or improvements in the neighborhood.* The proposed independent living facility will be fully integrated within the MetroWest development, across from an existing WMATA parking structure. The buildings and layout have been designed to be compatible with the rest of the proposed development.
- *Par. 4 requires that in order to assist in assessing whether the overall intensity of the proposed use is consistent with the scale of the surrounding neighborhood, the total gross floor area, including the dwelling unit area and all non-dwelling unit areas, the floor area ratio and the number of dwelling units shall be shown on the plat submitted with the application.* This information has been provided on the CDP/FDP. Staff believes that the proposed elderly housing component fits in with the overall MetroWest development, as well as the abutting Saintsbury Plaza independent living facility to the west.
- *Par. 5 states that independent living facilities may not be established except on a parcel of land fronting on, and with direct access to, a collector street or major thoroughfare.* Buildings 2, 3 and 4 will have frontage on Vaden Drive Extended and Saintsbury Drive, but not direct access. Staff does not believe that the lack of direct access will create issues, particularly given that the proposed elderly housing and its access has been designed as part of a larger development.
- *Par. 6 states that the density of such use shall be based upon the density of the land use recommendation set forth in the adopted comprehensive plan and as further modified by the corresponding multiplier and open space requirements set forth in the schedule provided below.* The Comprehensive Plan specifically states that 230 elderly housing units may be located in this portion of the MetroWest development.
- *Par. 7 states that independent living facilities may include assisted living facilities and skilled nursing facilities designed solely for the residents as an accessory use.* No assisted living facilities or skilled nursing facilities are proposed with these units.
- *Par. 8 states that all facilities of the development shall be solely for the use of the residents, employees and invited guests, but not for the general public.* As detailed in the recreation proffers, the proposed facilities of the development are designed for the elderly housing and will not be available for the use of the general public.
- *Par. 9 states that in residential districts, the maximum building height shall be 50 feet and in commercial districts the maximum building height shall be as set forth in the district in which located, except that in all cases greater heights may be approved by the Board.* The Comprehensive Plan states that the tallest buildings should be concentrated within the core area with building heights that transition away from the core down to building heights which are similar and therefore,

compatible with the adjacent residential communities. Buildings 2, 3 and 4 are to be located just outside the ¼ mile radius from the Vienna Metro Station. These buildings proposed to be 75 feet in height in keeping with the Plan's maximum height recommendations.

- *Par. 10 sets forth minimum front, side and rear yard setbacks for independent living facilities.* These requirements include a 50 foot setback from areas planned for residential uses up to 8 du/ac and a 30 foot setback from areas planned for residential uses above 8 du/ac or any commercial, office or industrial use. Staff believes that the setbacks recommended in Par. 10 are inconsistent with the urban integrated mixed-use nature of the proposed development, which the Plan recommends for this site. For that reason, staff believes that the proposed setbacks for the independent living units are acceptable as shown on the CDP/FDP.
- *Par. 11 states that transitional screening shall be provided in accordance with the provisions of Article 13, and for the purpose of that Article, an independent living facility shall be deemed a multiple family dwelling.* As discussed under the Waivers and Modifications section of this report, staff believes that the proposed transitional screening as depicted on the CDP/FDP is acceptable. No additional transitional screening for the proposed independent living facility units is desirable.

PRM District

Sect. 6-406 of the Zoning Ordinance sets forth the use limitations for the PRM District. Below is a list of the use limitations for all developments in the PRM District and a discussion of how the proposed development addresses them:

- *Meet the standards of 16-101 (General Standards) and 16-102 (Design Standards).* This issue is discussed below under the headings, "Section 16-101, General Standards" and "Section 16-102, Design Standards."
- *Provide a CDP and FDP in accordance with specific urban design requirements and streetscape plans.* There are no specific urban design requirements or streetscape plans for this area. However, the Comprehensive Plan recommends that any development proposal under the Metro-oriented, mixed-use option contain detailed streetscape plans and urban design details. As discussed earlier in this report, the CDP/FDP contains these specific details, which are committed to within the proffers.
- *Have multifamily dwellings as the principal residential type.* Multifamily dwellings are the principal residential type for this proposed development.

- *Be designed to be harmonious with neighboring properties.* As noted earlier in this report, staff believes that the proposed development has been designed to be harmonious with the neighboring properties. In order to minimize impact on these neighboring properties, the Comprehensive Plan recommends that should the site be developed under the high-density, mixed-use option, the highest density should be concentrated closest to the Vienna Metro Station and then taper down toward the existing single-family dwellings. To that end, the application proposes three separate zoning districts to ensure that the highest intensity uses are kept away from the existing single-family dwellings. The PRM District and the tallest buildings are proposed closest to the Vienna Metro Station. The PDH-16 and PDH-12 Districts would be located between the PRM District and the surrounding single-family dwellings. Even within the PRM District, the buildings are designed to concentrate the tallest buildings closest to the Vienna Metro Station and then taper down in height as the site moves away from the station and to provide a buffer to adjacent developments.
- *Use the standards of Article 9 to evaluate uses categorized as Special Exception uses.* None of the proposed uses within the PRM District are categorized as special exception uses.
- *Have 50% of the total gross floor area devoted to multifamily residential use.* With approximately 90% multifamily residences, the proposed development meets this use limitation.
- *Prohibit drive-through facilities.* Drive-through facilities would be prohibited under the proposed proffers.
- *Provide parking in accordance with Article 11, including possible parking reductions based on hourly parking accumulation characteristics of the various uses and/or proximity to a mass transit station, with the intention that a substantial portion of the required parking be provided in parking structures.* While there would be on-street parking, the required off-street parking would be provided either underground or within parking structures enclosed within the core of the building. The applicant has proffered that the parking provided for the multifamily residential and office uses will not exceed a ratio that is 10% higher than the minimum requirements for such uses as shown on the CDP/FDP. Furthermore, the applicant may seek a parking reduction or shared parking agreement for any of the multifamily or non-residential uses.
- *Provide signage in accordance with Article 12.* The applicant has proffered to provide signage in accordance with Article 12.
- *Comply with the performance standards of Article 14, relating to lighting and noise.* The proposed development will be required to demonstrate compliance with these standards at the time of site plan approval.

Lot Size Requirements (Sect. 6-107 and 6-408)

Par. 1 of Sect. 6-107 requires that all development within the PDH Districts have a minimum district size of two acres. The subject site for the PDH-16 District is 17.10 acres and the subject site for the PDH-12 District is 15.68 acres. Par. 2 of this same section requires that a minimum 200 SF privacy yard be provided for each single-family attached dwelling. The applicant has requested a waiver of this requirement. This waiver is discussed in the Waivers and Modifications section of this report.

Section 6-407 requires that all developments in the PRM District have a minimum district size of two acres. The subject site is 23.25 acres in size and meets this requirement.

Maximum Density (Sect. 6-109 and 6-408)

Sect. 6-109 sets forth the maximum density permitted in the PDH-16 and PDH-12 Districts, which is 16 du/ac and 12 du/ac, respectively. Par. 1 of Sect. 6-109 states that the maximum density may be increased in accordance with the requirements for affordable dwelling units set forth in Part. 8 of Article 2. The provided density within the PDH-16 and PDH-12 District utilize the ADU bonus density. The applicant proposes a density of 31.31 du/ac within the proposed PDH-16 District. Par. 6 of Sect. 9-306 of the Zoning Ordinance includes a multiplier formula for determining allowable development density for independent living facilities within residential districts. This multiplier allows the recommended Comprehensive Plan density to be increased by a multiple of four. The Comprehensive Plan recommends a density range of 12 to 16 du/ac for the western portion of the subject site. Using the multiplier formula, the Comprehensive Plan states that the northernmost 3.5 acres of this area can be developed with up to 230 units of elderly housing, provided that 15% of these units are provided as ADUs. The application conforms with this recommendation. Absent the elderly housing component, the proposed density for the PDH-16 District would be 17.95 du/ac, reflective of only the ADU bonus.

Par. 2 of Sect. 6-408 states that the maximum floor area ratio for the PRM District is 3.0. The proposed FAR for the PRM portion of the site is 2.25 FAR.

Open Space (Sect. 6-109 and Sect. 6-409)

The open space regulations require that:

- Twenty-seven percent (27%) of the gross area in the PDH-12 District be open space;
- Thirty-one percent (31%) of the gross area in the PDH-16 District be open space;
- Twenty percent (20%) of the gross area in the PRM District be landscaped open space; and
- Recreational amenities be provided in accordance with the Planned District regulations (minimum expenditure of \$955 per unit).

According to the CDP/FDP, 38% open space will be provided in the PDH-12 District, 44% open space will be provided in the PDH-16 District and 38% landscaped open space would be provided within the PRM District. The proffers state that a minimum of 35% open space would be provided for the overall development. As discussed earlier in this report, this open space would consist of plazas and open space areas, as well as rooftop recreational areas.

As discussed previously, the applicant has proffered to expend a minimum of \$955 per market-rate dwelling units for on-site recreational facilities, including pools, play equipment, and indoor exercise facilities for P-Districts.

General Standards (Sect. 16-101)

Par. 1 requires conformance with the Comprehensive Plan recommendations. As discussed earlier in the Comprehensive Plan analysis section of this report, staff believes that the proposed application has satisfied these recommendations and is therefore, in conformance with the Comprehensive Plan.

Par. 2 requires that the proposed design achieve the stated purposes of the P-Districts more than would development under a conventional zoning district. The purpose and intent of the P-Districts is to promote high standards in design and layout and to encourage compatibility among uses within the development and integration with adjacent developments. Staff believes that the proposed development provides for high design and layout standards, as discussed previously in this report.

Par. 3 requires protection and preservation of scenic assets. The applicant proposes a 1.17-acre tree save area in the southwestern corner of the site. This area contains sub-climax upland forest area, which Urban Forest Management has recommended for preservation. It is expected that this area will be incorporated into East Blake Lane Park.

Par. 4 requires a design which prevents injury to the use of existing development and does not deter development of undeveloped properties. As noted earlier in this report, the proposed development has met the Plan recommendations for screening and buffering between the subject site and the adjacent single-family residences.

Par. 5 requires that adequate transportation and other public facilities are or will be available to serve the proposed use. As discussed in the Transportation Analysis, the applicant has committed to extensive road improvements, including the extension of Vaden Drive from its existing terminus at Saintsbury Drive to Lee Highway, improvements to Saintsbury Drive and its on- and off-ramps from I-66, and an additional left turn lane from northbound Lee Highway to Nutley Street. With these highway improvements, it is staff's opinion that the traffic impact of the proposed development will be mitigated and that adequate road facilities will be available to serve the proposed use. In addition, the applicant has committed to significant vehicular trip reductions through its proffered TDM program, which should further reduce the development's impact on surrounding roads. WMATA has stated that there is rail capacity for the proposed development.

Par. 6 requires that coordinated linkages among internal facilities and services, as well as connections to major external facilities and services, be provided. The proposed development has been designed to encourage walking to both the Metro and future retail and other non-residential uses (see Proffer 8 for a full list of proffered pedestrian improvements). The CDP/FDP includes a graphic depicting the pedestrian connections to the surrounding neighborhoods. In this way, not only can the future residents of the development avail themselves of the services offered within the MetroWest development, but so can the surrounding neighborhoods. It is also expected that these trail connections (as depicted on Sheet 36) will make access to the Vienna Metro Station easier for the residents of the surrounding neighborhoods. Finally, in addition to the pedestrian connections, Vaden Drive will be extended from its current terminus at Saintsbury Drive to Lee Highway. It is expected that this new north-south connection to Lee Highway will help relieve traffic congestion on Nutley Street and Blake Lane.

Design Standards (Sect. 16-102)

Par. 1 states that at the peripheral lot lines, the bulk regulations and landscaping and screening for the proposed development should generally conform to the provisions of the most comparable conventional district. However, in this particular instance, the Comprehensive Plan text for this specific site has made specific recommendations about the buffers and building height and type along the periphery of the site. As discussed earlier in this report, the applicant has satisfied these requirements.

Par. 2 states that the open space, parking, loading, sign and all other similar regulations shall have application in all planned developments. This application satisfies all of these applicable Zoning Ordinance provisions, with the exception of the loading requirement. The applicant has requested a modification of the loading space requirement, which is discussed in the Waivers and Modifications section of this report below.

Par. 3 states that streets and driveways shall be designed to generally conform to the provisions of the Ordinance, which they do. As has been stated, the applicant has indicated that at the time of site plan, a waiver of the lane width requirement will be sought in order to permit 11-foot lanes along proposed Vaden Drive Extended. The purpose of this request is to provide a narrower lane width, which in turn will help to slow down traffic along Vaden Drive Extended and create a more pedestrian-friendly atmosphere.

Par. 4 states that emphasis should be placed on the provision of recreational amenities and pedestrian access. The development plan includes proposed sidewalks along the internal and external streets, and connecting to the external street network and adjacent residential areas. The plan also includes several passive recreational areas and courtyards, and on-site active recreational amenities. The proffers indicate that recreational funds required by the P-standards which are not used on-site will be contributed to the Park Authority. The applicant has also proffered to construct a community building to be dedicated to the County, which will contain a 29,700 SF

gymnasium, exercise equipment, and classroom and public meeting space (see Proffer 25).

Waivers/Modifications for RZ 2003-PR-022

Waiver of the 600-foot maximum length of private streets (Par. 2 of Sect. 11-302 of the Zoning Ordinance)

Par. 2 of Sect. 11-302 states that no private street in a residential development that is to be owned and maintained by a nonprofit organization shall exceed 600 feet in length unless approved by the Director. The applicant is seeking a waiver of this requirement in order to permit the internal streets within the development to be private streets. The proposed development provides for a primary collector street (Vaden Drive Extended) that extends from Lee Highway to Vaden Drive, and which is a public street. All other streets in the proposed development are requested to be private, which is typical in developments with single-family attached and multifamily dwellings. In order to create a pedestrian-oriented community, the proposed site layout proposes street widths which are narrower than are permitted under Virginia Department of Transportation (VDOT) regulations. The proposed development also proposes on-street parking and certain driveway configurations which would also not be permitted under VDOT regulations. In staff's opinion, narrower street widths act to reduce the speed of vehicular traffic. In addition, the proposed on-street parking will act as a buffer between roadway traffic and pedestrians. For these reasons, staff believes that these narrower street widths and the on-street parking are essential for designing a community that is centered around people, not cars. Also, given the size of the development, staff believes the maintenance of the proposed amount of private streets will not present a financial burden on the future residents. Therefore, staff supports the proposed waiver.

Modification of the loading space requirement for multifamily dwellings and office to that shown on the CDP/FDP (Par. 4 of Sect. 11-203 of the Zoning Ordinance)

Par. 4 of Sect. 11-203 sets forth a schedule for the minimum off-street loading spaces to serve various uses. Under this schedule, the applicant would be required to provide a total of 86 loading spaces on the-site. The applicant is seeking a modification of the loading space requirement for the proposed multifamily dwellings and office building to permit a total of 69 loading spaces within the development, as depicted on the CDP/FDP. The applicant believes that this modification is appropriate for this development because of its mixed-use nature. Since a mix of uses is proposed within buildings, these uses will be able to share loading areas. Furthermore, the proximity of buildings to one another also allows for loading spaces to be shared within the development. Because the stacked townhouses are considered multifamily residential, they are required to provide loading spaces, which are unnecessary for this proposed style of unit. Finally, the applicant notes less loading spaces will reduce disruption along the street (and particularly for pedestrians). Staff supports the requested modification.

Modification of the transitional screening and barrier requirements along that portion of the southern property line where the proposed community building abuts multifamily and single-family attached dwellings to the landscaping and barrier shown on the CDP/FDP (Par. 14 of Sect. 13-304 of the Zoning Ordinance)

The Zoning Ordinance requires a 35-foot wide transitional screening area and barrier wall or fence adjacent to the southern boundary of the subject site between the proposed community building and the Circle Woods multifamily and single-family attached communities. Par. 14 of Sect. 13-304 of the Zoning Ordinance states that transitional screening and barriers can be modified and/or waived for any public use when such use has been specifically designed to minimize adverse impact on adjacent properties. The Comprehensive Plan recommends that a 20-foot wide buffer be provided along this property line. The applicant proposes a 20-foot buffer area as shown on the CDP-FDP in lieu of the 35-foot transitional screening area, which the applicant believes will provide an effective screening between the properties. In addition, the applicant proposes a seven-foot high barrier fence along this boundary, extending west to the edge of the parking area for the public facility. The barrier is proposed to stop at that point in order to preserve existing mature trees. Staff believes that the proposed landscaping, fence, as well as the proposed architecture of the building, will be such that the abutting communities will be adequately screened. Therefore, staff supports the requested modification.

- Variance to permit a seven (7) foot tall barrier fence with eight (8) foot tall piers, located generally along the common property line shared by the subject site and the abutting Circle Woods communities in the locations as shown on the CDP/FDP (Par. 8 of Sect. 16-401 of the Zoning Ordinance)
- Par. 3B of Sect. 10-104 states that in any front yard of any lot, a fence or wall not exceeding four (4) feet in height is permitted. The applicant is proposing a seven (7) foot high wooden fence with eight (8) foot height brick piers along the site's shared property lines with the Circle Woods communities. Strict application of the Zoning Ordinance would limit the height of such fence, including its piers, to seven (7) feet. The applicant proposes to allow the piers to extend above the fence to provide a more aesthetic treatment. Such a fence/pier height comes at the request of the neighboring homeowners to provide an enhanced barrier between the properties. Par. 8 of Sect. 16-401 permits the Board to authorize a variance in the strict application of specific zoning district regulations whenever: (A) such strict application would inhibit or frustrate the purpose and intent for establishing such a zoning district; and (B) such variance would promote and comply with the standards set forth in Part 1 of Article 16. The proposed fence comes at the request of the abutting Circle Woods communities in order to buffer their neighborhoods from any possible impact that the MetroWest community may create. While it is staff's opinion that a fence of this height may not be aesthetically pleasing, staff believes that the reasoning behind Circle Woods' request follows

with Par. 4 of Sect. 16-101 which states that the planned development shall be designed to prevent substantial injury to the use and value of existing surrounding development. Staff does not believe that the proposed variance will create an adverse impact on either the existing or the proposed communities. Therefore, staff supports the requested waiver.

Waiver of the 200-square foot privacy yard requirement for the rear-loaded single-family attached dwellings (Par. 2 of Sect. 6-407 of the Zoning Ordinance)

- Par. 2 of Sect. 6-407 requires the provision of a privacy yard, having a minimum area of 200 square feet, for each single-family attached dwelling unit lot, unless waived by the Board in conjunction with the approval of a rezoning application. In keeping with a pedestrian-friendly urban design, the majority of single-family attached dwellings are proposed to be rear-loaded units. Upper level balconies are provided for the rear-loaded units; however, these units do not have back yards. Due to this configuration, provision of a privacy yard is not possible. The applicant notes that the provision of rear-loaded units is essential to the design concept for the proposed development in that the rear-loaded units will allow the dwellings to frame the street frontage, providing a strong, pedestrian friendly streetscape. Staff concurs with this assessment. Furthermore, because the proposed development will be designed to have many common open space areas and recreational amenities, staff does not believe that the absence of a privacy yard will adversely impact the future residents. For that reason, staff supports the requested waiver.

Modification of the minimum planting area for those locations shown on the CDP/FDP [Public Facilities Manual (PFM) Section 12-0702-1B (2)]

The PFM requires that, at a minimum, street trees be planted in an eight (8) foot wide planting strip in order to be counted to satisfy tree cover requirements. The applicant is seeking a modification of this requirement in select locations of the site, primarily within the urban core, based on the premise that an at-grade eight (8) foot wide planting strip is too wide to facilitate the pedestrian experience and is incompatible with the project's vision for a pedestrian-oriented streetscape. For that reason, in select locations as shown on the CDP/FDP, the applicant proposes to provide eight (8) foot planting beds for street trees, but to cantilever the sidewalk two (2) feet over such planting beds. The result is that an eight (8) foot planting area would be provided for the trees, but only six (6) feet of such area would be visible from grade level. In order to ensure the survivability of the trees, the applicant proposes to install structural soil within these eight (8) foot wide planting areas. The applicant's proposed landscaping plan has been reviewed by the UFM and their recommendations have been incorporated into the CDP/FDP proffers. Therefore, staff supports the requested modification.

Modification of the trail requirement along Lee Highway (US Route 29) to permit a five (5) foot wide concrete sidewalk (Par. 2 of Sect. 17-201 of the Zoning Ordinance)

- Par. 2 of Sect. 17-201 requires the construction of trails required by the Comprehensive Plan. The Comprehensive Plan indicates that a major paved trail (8-feet or more in width) is proposed along the north side of Lee Highway. However, a four to five-foot wide sidewalk currently exists along Lee Highway, from Nutley Street to Fairlee Drive, a distance of approximately 1,971 feet. The provision of a five (5) foot wide sidewalk along the subject site's Lee Highway frontage would continue this existing configuration. Because the subject site's frontage is only 340 feet long, staff believes that a five-foot wide sidewalk would be sufficient in this location, rather than an eight-foot wide trail section. Therefore, staff supports the requested modification.

Waiver of the service drive requirement along the site's Lee Highway frontage (Par. 3a of Sect. 17-201 of the Zoning Ordinance)

- Par. 3a of Section 17-201 of the Zoning Ordinance requires a service drive to be constructed adjacent to any primary highway. Currently, no service drive exists along this side of Lee Highway between Nutley Street and Blake Lane. Properties to the east and west of the subject site have consolidated access to Lee Highway via internal roadways or the public street network. In addition, there will be a single curb cut at Vaden Drive Extended to serve the proposed development. For these reasons, staff believes that the provision of a service drive along the site's frontage would be inconsistent with the existing development along this section of Lee Highway. For that reason, staff supports the requested waiver.

Waiver to permit underground detention and best management practices (BMPs) in a residential development (PFM Section 6-0303.8)

The applicant requests permission to control stormwater by using underground detention in a residential development. The applicant proposes three underground detention facilities to be located underneath proposed open space areas. This constitutes a waiver of PFM Section 6-0303.8, which regulates use of underground SWM facilities located in a residential development. The applicant believes that given the size of the site and the nature of development proposed, underground facilities are appropriate in this instance.

The Board of Supervisors (BOS) may grant a waiver to permit underground detention in residential areas after taking into consideration possible impacts on public safety, the environment, and the burden placed on prospective homeowners for maintenance. In order to address safety concerns, locked BILCO doors will be provided at each facility access point. The BILCO doors are to be designed with a landscape feature to help hide the location of the doors, for an additional safety factor. Nevertheless, DPWES typically recommends that underground detention facilities be relocated to areas under proposed parking or travel ways so as to remove the facilities from active play areas which could pose an undue hazard to the residents in the development; however, the proposed locations are acceptable. DPWES further believes that it would

be desirable to minimize the proposed depths of the facilities to the degree possible to reduce the liability of the owners. Thus far, the proposed depth of the facilities has not changed; however, the proposed depths are acceptable.

In terms of environmental impact, the proposed underground facilities will outfall into existing and proposed piped storm drainage system. The outfall structures and receiving storm drainage systems must be of sufficient depth to adequately convey the runoff to the natural stream system. It is possible that additional clearing and grading beyond that shown on the CDP/FDP along one or more of the outfalls may be necessary to accommodate the depths of the proposed vaults (7 feet, 15 feet and 15.5 feet) may be necessary for construction of the vaults and for the provision of an adequate design for the outfall. If additional clearing is required and it is not in conformance with the CDP/FDP or requires additional easements from FCPA, the applicant may be unable to do it without the approval of a proffered condition amendment (PCA). To minimize any adverse impact on the environment (namely, tree removal associated with the construction of new outfalls), DPWES recommends that the underground structure heights be reduced to the degree possible (preferably six feet in depth). The applicant does not want to reduce the height of these structures because it will increase the area of the vaults.

In terms of future financial burden, the proposed development is for construction of 2,248 residential units and approximately 400,000 square feet of office/retail space. The annual routine maintenance burden will be assumed by the Umbrella/Home Owners Association (UOA/HOA) with about 85% to the homeowners and 15% of the responsibility to the office/retail portion. The estimated annual maintenance cost provided by the applicant, in current dollars is \$24,000 for the underground facilities. Therefore, the anticipated annual maintenance cost per residential unit is estimated at \$9.10, which is deemed to be a reasonable amount.

DPWES recommends that the Board approve the waiver to locate underground facilities in a residential area for the Pulte/Metro West development plan, subject to Waiver #8625-WPFM-001-1 Conditions dated December 5, 2005, as contained in Appendix 9 as Attachment A.

Special Exception Requirements – SEA 82-P-032-5

General Special Exception Standards (Sect. 9-006)

General Standards 1 and 2 require that the proposed use be in harmony with the adopted Comprehensive Plan and be in harmony with the general purpose and intent of the applicable zoning district regulations. The applicant proposes to delete land area from the area covered under the special exception for inclusion in the MetroWest project. This proposal conforms with the recommendations of the Comprehensive Plan, which specifically recommends that this particular portion of the Vienna Metro Station be consolidated with the MetroWest development and the purpose and intent of the R-1 District which permits a WMATA facility. Staff believes that the proposed improvements to Saintsbury Drive will make pedestrian access to the Vienna Station safer and more convenient for existing and future residents.

General Standards 3 and 4 require that the proposed use will be harmonious with and will not adversely affect the use or development of neighboring properties in accordance with the applicable zoning district regulations and the adopted Comprehensive Plan and that pedestrian and vehicular traffic associated with the use will not create hazards or conflict with the existing and anticipated traffic in the neighborhood. The deletion of the 3.75-acre portion of the station will allow the MetroWest development to be closer to the Vienna Metro Station. The redesign of Saintsbury Drive will permit improved pedestrian access to the station. It will also help facilitate vehicular movement along Saintsbury Drive by widening the road and improving intersection movements and eliminating existing conflicts between pedestrians and vehicles.

General Standard 5 requires that landscaping and screening be in accordance with the provisions of Article 13. The applicant requests a reaffirmation of the previously approved modification of the transitional screening requirements and waiver of barrier requirements along all boundaries, as approved in conjunction with SEA 82-P-032-4. Staff believes that the proposed changes to the Vienna Metro Station (deletion of land area and improvements to Saintsbury Drive) do not warrant additional transitional screening and barriers beyond that which exists now. Therefore, staff supports the requested modification of the transitional screening and waiver of the barrier requirement. The applicant also requests a reaffirmation of the waiver of the interior parking lot landscaping requirement as approved in conjunction with SEA 82-P-032-4. This requirement applied to the existing parking structure approved in special exception amendment, SEA 82-P-032-3. The proposed amendment does not affect the parking structure. Therefore, staff continues to support this waiver.

General Standards 6, 7 and 8 require that open space, adequate utilities, drainage, signage, parking and loading spaces to be regulated in accordance with the Zoning Ordinance; however, the Board of Supervisors may impose more strict requirements for a given use than those set forth in this Ordinance. The proposed construction will not impact these requirements.

Category 4 Standards (Sect. 9-404)

In addition to the General Special Exception Standards, all Category 4 Special Exception uses must comply with additional standards for Category 4 Uses. The standards applicable to the proposed amendment are Standards 1 and 4. No new structures are proposed with this application. The Greyhound ticket kiosk, approved under SEA 82-P-032-4, meets the R-1 District Bulk Regulations. Standard 4 requires that all facilities be located so that operation will not seriously affect adjacent residential areas. The proposed deletion of land area from the Vienna Metro Station is sought in order to create a Metro-oriented development to the south of the station. Far from affecting the adjacent residential areas, staff believes that approval of the requested SEA will improve the proposed MetroWest development.

CONCLUSIONS AND RECOMMENDATIONS

Staff Conclusions

The proposed application has been designed under the recommendations of the Metro-oriented, mixed-use option of the Comprehensive Plan. To that end, the application proposes a site layout which concentrates its density and mix of uses within ¼ mile of the Vienna Metro Station. In order to orient the site to the station and

to conform to the recommendations of the Comprehensive Plan, the application proposes a different form of development than is currently located around the Vienna Metro Station. The layout is based upon a grid-like pattern of streets and alleys, which helps to maximize access points through the site, which, in turn, increases pedestrian access to the station, while helping to disperse vehicular traffic. The applicant proposes to locate the buildings close to the street and place parking underground or below uses, which provides for a comfortable and inviting walking experience for the pedestrian. A variety of public open spaces have been provided throughout the site.

A mix of uses is proposed within this development, including high-rise apartments, elderly housing, ADUs, garden-style apartments, stacked townhouses and traditional townhouses. Between 125,000 and 300,000 SF of office is also proposed in order to create employment opportunities, as well as to create a daytime population for the proposed development. Finally, in order to serve the future residents and employees of this development, up to 135,000 SF of retail (including a grocery store) and other non-residential uses are integrated into the development.

In order to address concerns about potential impact that this proposed development may have on the surrounding neighborhoods, the development places the highest densities and tallest buildings near the Vienna Metro station. As the development moves away from the station, the buildings become shorter and less intense, so that the edges of the development mirror the abutting uses. Furthermore, landscaped buffers are proposed along those peripheral portions of the development where the site abuts existing neighborhoods. The development will contain a variety of open space areas and recreational facilities; in addition, the applicant is dedicating a tree save area and constructing a 29,700 SF community building to accommodate additional public needs.

Currently, many of the surrounding streams, including Hatmark and Hunter's Branch, are in a degraded condition due to the lack of detention from the surrounding upstream properties (north of I-66). The application seeks to mitigate potential impacts it may have on these streams by reducing its outfalls to wooded condition levels. The applicant also proposes to capture and treat the runoff from the Vienna Metro Station, which is currently undetained. Finally, in addition to conventional stormwater management techniques, the application also proposes to use low-impact development techniques throughout the site.

The most significant concern about the proposed development has been its impact on the surrounding transportation network. The proposed mix of uses is anticipated to create synergy among uses, resulting in a reduction in traffic. Specifically, this synergy is achieved by providing a sufficient residential and commercial intensity and a land use mix that incorporates a grocery store, restaurants and other personal service and retail establishments, in combination with a design that is oriented toward, and walkable to, the Vienna Metro Station. The application also proposes transportation improvements to mitigate impacts on the transportation network. These improvements include the construction of a new road to connect Saintsbury Drive to

Lee Highway (Vaden Drive Extended), intersection improvements to the Lee Highway/Nutley Street intersection, and improvements to the on- and off-ramps of Interstate 66 at Saintsbury Drive. Furthermore, the application proposes improvements to the Vienna Metro Station, including reconstruction of Saintsbury Drive, in order to enhance pedestrian access to the station and to relieve WMATA of its maintenance of Saintsbury Drive. In addition to the station improvements, pedestrian improvements, including a new pedestrian bridge across Hatmark Branch, are proposed in order to increase pedestrian access to the Vienna Metro Station from surrounding communities. Finally, the applicant has committed to a precedential transportation demand management (TDM) program which will reduce residential trips by 47% and office trips by 25%.

Staff believes that the application conforms to the recommendations of the Comprehensive Plan for a transit-oriented, mixed use development at the Vienna Metro Station. Furthermore, staff believes that this development also contributes to the achievement of several significant Countywide and regional planning and land use objectives. Namely, the proposed development concentrates density around the Vienna Metro Station to maximize transit accessibility. It also creates a mixed-use development, with pedestrian-oriented commerce near the station which will help to reduce auto travel. Finally, it encourages the use of public transportation in order to preserve and improve air quality. While staff continues to work with the applicant on finalizing the proffer commitments, staff believes that the proposed applications are in conformance with the Comprehensive Plan and applicable Zoning Ordinance provisions and recommends that they be approved.

Staff Recommendations

Staff recommends that RZ 2003-PR-022 and the Conceptual Development Plan be approved, subject to the draft proffers contained in Appendix 1 of the staff report.

Staff recommends approval FDP 2003-PR-022.

Staff recommends that the 600-foot maximum length of private streets (Par. 2 of Sect. 11-302 of the Zoning Ordinance) be waived.

Staff recommends that the loading space requirement for multifamily dwellings and office be modified to that shown on the CDP/FDP (Par. 4 of Sect. 11-203 of the Zoning Ordinance).

Staff recommends that the transitional screening and barrier requirements along that portion of the southern property line where the proposed community building abuts multifamily and single-family attached dwellings be modified to the landscaping and barrier shown on the CDP/FDP (Par. 14 of Sect. 13-304 of the Zoning Ordinance).

Staff recommends that a variance of the front yard fence height limitation of four (4) feet be approved to permit a seven (7) foot tall barrier fence with eight (8) foot tall piers, located generally along the common property line shared by the subject site and the abutting Circle Woods communities in the locations as shown on the CDP/FDP (Par. 8 of Sect. 16-401 of the Zoning Ordinance).

Staff recommends that the 200-square foot privacy yard requirement for the rear-loaded single-family attached dwellings (Par. 2 of Sect. 6-407 of the Zoning Ordinance) be waived.

Staff recommends that the minimum planting area for those locations shown on the CDP/FDP [Public Facilities Manual (PFM) Section 12-0702-1B (2)] be modified to that shown on the CDP/FDP and as described in the proffers.

Staff recommends that the trail requirement along Lee Highway (US Route 29) be modified to permit a five (5) foot wide concrete sidewalk (Par. 2 of Sect. 17-201 of the Zoning Ordinance).

Staff recommends that the service drive requirement along the site's Lee Highway frontage (Par. 3a of Sect. 17-201 of the Zoning Ordinance) be waived.

Staff recommends that the Board approve the waiver to locate underground facilities in a residential area for the Pulte/Metro West development plan (PFM Section 6-0303.8), subject to Waiver #8625-WPFM-001-1 Conditions dated December 5, 2005, as contained in Appendix 9 as Attachment A.

Staff recommends that the Board modify Additional Standard One of Sect. 9-306 of the Zoning Ordinance to permit a reduction in the minimum age requirement in the elderly housing units from 62 to 55 years of age.

Staff recommends approval of SEA 82-P-032-5, subject to the development conditions contained in Appendix 2 of the staff report.

Staff recommends that the transitional screening requirements along all boundaries be modified to permit the existing landscaping along all boundaries.

Staff recommends that the barrier requirement along all boundaries be waived.

Staff recommends that the interior parking lot landscaping requirement for the existing parking structure be waived.

It should be noted that it is not the intent of staff to recommend that the Board, in adopting any conditions proffered by the owner, relieve the applicant/owner from compliance with the provisions of any applicable ordinances, regulations, or adopted standards.

It should be further noted that the content of this report reflects the analysis and recommendations of staff; it does not reflect the position of the Board of Supervisors.

APPENDICES

1. Draft Proffers (RZ 2003-PR-022)
2. Proposed Development Conditions (SEA 82-P-032-5)
3. Affidavit
4. Statement of Justification
5. Plan Citations and Land Use Analysis
6. Transportation Analysis
7. Environmental Analysis
8. Urban Forest Management Analysis
9. Stormwater Analysis (RPA Exception # 8625-WRPA-001-1 Report)
10. Park Authority Analysis
11. Schools Analysis
12. Fire and Rescue Analysis
13. Sanitary Sewer Analysis
14. Water Analysis
15. Approved Development Conditions and Plat for SEA 82-P-032-4
16. Applicable Zoning Ordinance Provisions Checklist
17. Residential Development Criteria
18. Glossary of Terms

PROPOSED DEVELOPMENT CONDITIONS

SEA 82-P-032-5

January 18, 2006

If it is the intent of the Board of Supervisors to approve SEA 82-P-032-5 located at 2900 Nutley Street (Tax Map 48-1 ((1)) 90A and 90B [formerly known as 48-1((1)) 90, 91B, 96, 97, 100A; 48-1 ((6)) 7A, 8B; 48-2 ((1)) 4, 4A; 48-2 ((24)) 38A]; 48-2((1)) 1; 48-3 ((4)) 28 to permit a reduction in land area and associated site modifications pursuant to Section 3-104, 6-105, 6-405 and 9-401 of the Fairfax County Zoning Ordinance, staff recommends that the Board condition the approval by requiring conformance with the following development conditions. These development conditions shall be in addition to the previously approved development conditions for SEA 82-P-032-2, SEA 82-P-032-3 and SEA 82-P-032-4 which shall remain in full force and effect.

1. This Special Exception Amendment is granted for and runs with the land indicated in this application and is not transferable to other land.
2. This Special Exception Amendment is granted only for the purpose(s), structure(s), and/or use(s) indicated on the Special Exception Amendment Plat (SEA Plat) approved with this application, as qualified by these development conditions.
3. This Special Exception Amendment is subject to the provisions of Article 17, Site Plans, as may be determined by the Director, Department of Public Works and Environmental Services (DPWES). Any plan submitted pursuant to this Special Exception shall be in substantial conformance with the approved SEA Plat entitled "WMATA Fairfax/Vienna/GMU Station," prepared by Dewberry and Davis, LLC, and dated November 18, 2005. Minor modifications to the approved Special Exception may be permitted pursuant to Par. 4 of Sect. 9-004 of the Zoning Ordinance.

This approval, contingent on the above noted conditions, shall not relieve the applicant from compliance with the provisions of any applicable ordinances, regulations, or adopted standards. The applicant shall be himself responsible for obtaining the required Non-Residential Use Permit through established procedures, and this Special Exception shall not be valid until this has been accomplished.

Pursuant to Section 9-015 of the Zoning Ordinance, this special exception shall automatically expire, without notice, sixty (60) months after the date of approval unless, at a minimum, the use has been established or construction has commenced and been diligently prosecuted. The Board of Supervisors may grant additional time to establish the use or to commence construction if a written request for additional time is filed with the Zoning Administrator prior to the date of expiration of the special exception. The request must specify the amount of additional time requested, the basis for the amount of time requested and an explanation of why additional time is required.

**DRAFT
PROFFERS
METRO WEST PROFFERS
PULTE HOME CORPORATION
RZ 2003-PR-022
january 17, 2006**

Pursuant to Section 15.2-2303 (A), Code of Virginia, 1950, as amended, PULTE HOME CORPORATION (the "Applicant") for the owners, themselves, their successors and assigns in RZ 2003-PR-022 (the "Application"), filed for property identified as Fairfax County Tax Maps 48-1((1)) 90B (formerly 48-1((1)) 90 pt., 91B pt., 48-1((6)) 7A, 8B pt., 48-2((24)) 38A pt.), 91, 91A; 48-1 ((6)) 5, 6, 7B, 8A, 9-13, 33-37; 48-2 ((24)) 38B, 39-42; 48-3 ((1)) 55; 48-3 ((5)) 1A, 1B, 2-4, 14-22; 48-4 ((7)) 23-32, 43-54, 56-60, 61A, 62-69, and existing Fairlee Drive (Rt. 1040), to be vacated/abandoned, and Maple Drive (Rt. 1041), to be vacated/abandoned (the "Application Property") hereby agrees to the following proffers, provided that the Board of Supervisors approves the Application rezoning the Application Property from the R-1 District to the PRM District, the PDH-16 District and the PDH-12 District as requested in the Application. In the event the Application is approved by the Board of Supervisors, any previous proffers applicable to the Application Property or portions thereof, shall be deemed null and void and shall have no further force or effect.

1. Development Plan

- a. General. Development of the Application Property shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan ("CDP/FDP"), prepared by Dewberry & Davis LLC, and dated March 24, 2003, as revised through December 16, 2005. Notwithstanding that the CDP/FDP is presented on 52 sheets, it shall be understood that the CDP shall be only those elements of the plans that depict points of access, the amount and location of open space, peripheral setbacks, limits of clearing and grading, building heights, the total number, type, uses and general location of buildings, roads and stormwater management (the "CDP Elements"). The Applicant reserves the right to request a Final Development Plan Amendment ("FDPA") for elements other than the CDP elements from the Planning Commission for all or a portion of the CDP/FDP in accordance with Section 16-402 of the Zoning Ordinance if such an amendment is in accordance with the approved CDP and these proffers, as determined by the Zoning Administrator.

- b. Right of Way Vacation. Notwithstanding the submission for processing of any applications, plans or plats in furtherance of the development of the Application Property, the Applicant acknowledges that no such application, plan or plat shall be approved by Fairfax County until or unless the vacation of right-of-way of existing Maple Drive (Rt. 1041) and Fairlee Drive (Rt. 1040) as proposed as part of the Application Property is approved by the Board of Supervisors and is final. In the event that such vacation of Fairlee Drive and Maple Drive is not approved by the Board of Supervisors, or in the event that the Board's approval is overturned by a court of competent jurisdiction, any development of the Application Property under the PRM, PDH-16 or PDH-12 Districts shall require a PCA and the Applicant acknowledges that such amendment may result in a loss of density/intensity.
- c. C.Minor Modifications. Pursuant to Paragraph 4 of Section 16-403 and Paragraph 5 of Section 18-204 of the Zoning Ordinance, minor modifications to the Final Development Plan ("FDP") and these proffers may be permitted as determined by the Zoning Administrator.

2. Zoning

- a. As shown on the CDP/FDP, the Application Property is zoned to three (3) zoning districts as follows:
 - (i) Core Area. A total of approximately 23.2 acres of land comprising the northeastern portion of the Application Property is zoned to the PRM District. Such portion of the Application Property is referenced herein as the "Core Area".
 - (ii) Non-Core West Area. A total of approximately 17.1 acres of land comprising the northwestern portion of the Application Property is zoned to the PDH-16 District. Such portion of the Application Property is referenced herein as the "Non-Core West Area."
 - (iii) Non-Core South Area. A total of approximately 15.7 acres of land comprising the southern portion of the Application Property is zoned to the PDH-12 District. Such portion of the Application Property is referenced herein as the "Non-Core South Area".

3. Maximum Density

- a. Maximum Dwelling Units on Application Property. The maximum total number of residential dwelling units that may be constructed on the Application Property in its entirety shall be 2,248. Such total shall

include all affordable dwelling units, all bonus dwelling units attributable to affordable dwelling units, all age-restricted dwelling units (located in Building 5), all independent living units (located in Buildings 2, 3 and 4) and any "apartment hotel" units (as provided in Proffer 15 below). The Applicant reserves the right to construct a lesser number of dwelling units than the maximum allowed provided that the buildings and site remain in substantial conformance with that shown on the CDP/FDP as determined by the Zoning Administrator. Multiple family dwelling units (exclusive of two-over-two multiple family dwelling units) will generally range in size from 1,000 to 2,000 square feet of GFA per dwelling unit. No more than one (1) of the multiple family dwelling unit buildings (exclusive of the two-over-two multiple family dwelling unit buildings) shall be constructed with an average dwelling unit size that exceeds 2,500 square feet of gross floor area per dwelling unit.

- b. Core Area. The maximum floor area ratio ("FAR") permitted within the Core Area shall be 2.25. Based on this maximum FAR, the maximum gross floor area ("GFA") that may be constructed within the Core Area shall be 2,833,469 square feet, exclusive of cellar space. Such maximum GFA shall include all affordable dwelling units and any density bonus attributable thereto. For purposes of calculating the maximum allowable GFA in the Core Area, density credit is taken for land dedicated by the Applicant for Saintsbury Drive as part of this Application, 0.95 acres of land previously dedicated for public purposes, approximately 4.71 acres of land located in the Non-Core West Area to be dedicated for public purposes as provided herein, and any other allowable density credit as provided by Paragraph 4 of Section 2-308 of the Zoning Ordinance. The Applicant reserves the right to construct a lesser amount of GFA within the Core Area provided that the number of buildings, height and site layout remain in substantial conformance with that shown on the CDP/FDP as determined by the Zoning Administrator.
- c. Non-Core West Area. The maximum residential density permitted within the Non-Core West Area shall be sixteen (16) dwelling units per acre, exclusive of affordable dwelling units and any density bonus attributable thereto, and exclusive of up to 230 age-restricted/independent living units to be located in Buildings 2, 3 and 4. A total of approximately 3.59 acres of land located in the Non-Core West Area shall be entitled to apply the multiplier for age-restricted/independent living units (Zoning Ordinance Section 9-306(6)) to support a maximum of 230 age-restricted/independent living units within such area (i.e. 3.59 acres X 16 du/ac X 4 = 230). For purposes of calculating the maximum allowable density in the Non-Core West Area, density credit is taken for approximately 3.19 acres of land located in the Non-Core West Area to be dedicated for public

purposes (e.g. Vaden Drive Extended) as provided herein and any other allowable density credit as provided by Paragraph 4 of Section 2-308 of the Zoning Ordinance except the 4.71 acres of land for which density credit is taken in the Core Area as provided in Proffer 3.b. above. Subject to the limitations set forth in Proffer 3.a. above, the Applicant reserves the right to construct a lesser number of dwelling units within the Non-Core West Area provided that the number of buildings, height and site layout remain in substantial conformance with that shown on the CDP/FDP as determined by the Zoning Administrator.

- d. Non-Core South Area. The maximum density permitted within the Non-Core South Area shall be twelve (12) dwelling units per acre, exclusive of affordable dwelling units and any density bonus attributable thereto. For purposes of calculating the maximum allowable density in the Non-Core South Area, density credit is taken for approximately 1.87 acres of land located in the Non-Core South Area to be dedicated for public purposes (e.g. Vaden Drive Extended) as provided herein and any other allowable density credit as provided by Paragraph 4 of Section 2-308 of the Zoning Ordinance. The Applicant reserves the right to construct a lesser number of dwelling units within the Non-Core South Area provided that the building heights and site layout remain in substantial conformance with that shown on the CDP/FDP as determined by the Zoning Administrator.
- e. Allocation of Dwelling Units and GFA. The anticipated allocation of dwelling units and GFA among the various buildings to be constructed on the Application Property is represented on the CDP/FDP. The Applicant reserves the right to reallocate dwelling units and/or GFA among the buildings depicted on the CDP/FDP without requiring a proffered condition amendment ("PCA") or FDPA so long as (1) the total maximum of 2,248 dwelling units is not exceeded; (2) the minimum and maximum building heights as set forth in Proffer 4 and as shown on the CDP/FDP are not, respectively, reduced or exceeded; (3) the footprint and configuration of individual buildings remains in substantial conformance to that shown on the CDP/FDP; and (4) the maximum density limitations within the various zoning districts of the Application Property as provided in Proffer 3.b. – 3.d. above, are not exceeded, as determined by the Zoning Administrator.
- f. Build-out in Phases. Build-out of the Application Property may proceed in phases within or across each of the respective zoning districts. The FAR, GFA and/or number of dwelling units per acre constructed within a respective phase of the project may exceed the maximum density limitations set forth in Proffer 3.b – 3.d. so long as such maximum density limitations are not exceeded over the entirety

of the respective zoning districts and/or over the entirety of the Application Property.

- g. Density Credit. Density credit shall be reserved for the Application Property as provided by Paragraph 4 of Section 2-308 of the Zoning Ordinance for all dedications described herein and/or as shown on the CDP/FDP or as may reasonably be required by Fairfax County, VDOT or others at the time of site/subdivision plan approvals.

4. Building Height.

- a. General. The Applicant shall construct buildings within the range of heights as shown on the CDP/FDP. Building height shall be measured as defined by the Zoning Ordinance and shall be exclusive of those structures that are excluded from the maximum height regulations as specifically set forth in Section 2-506 of the Zoning Ordinance, including, for example, penthouses and other structures used for common amenity space for residents of those buildings, such as rooftop pool facilities (except for Buildings 7 and 8, which shall not have rooftop pool facilities), exercise rooms, meeting/party rooms and the like. Penthouses shall be regulated as provided in Section 2-506 of the Zoning Ordinance. In addition, penthouses on Buildings 7, 8 and 9 shall not exceed a height of seventeen (17) feet from the building roof level to the top of the penthouse roof. Penthouses on other buildings may be constructed to a height of twenty (20) feet from the building roof level to the top of the penthouse roof in order to accommodate an elevator stop on the roof level; provided that any such building that does not have an elevator stop on the roof level shall be limited to a penthouse height of seventeen (17) feet from the building roof level to the top of the penthouse roof. All building penthouses shall be architecturally integrated in the design of their respective buildings.
- b. Buildings 7, 8 and 9. Buildings 7, 8 and 9 as shown on the CDP/FDP shall be constructed to a maximum height of 135 feet except that the one building (among Buildings 7, 8 or 9) that is designed and constructed to include the grocery store (as described in Proffer 5) may be constructed to a maximum height of 150 feet; provided, however, that any building height greater than 135 feet in the one building containing the grocery store is needed to accommodate the grocery store use and/or parking associated therewith as determined by the Zoning Evaluation Division.
- c. Buildings 5, 6 and 10. Buildings 5, 6 and 10 as shown on the CDP/FDP shall be constructed to a maximum height of 120 feet.

- d. Buildings 16, 17 and 18. Buildings 16, 17 and 18 as shown on the CDP/FDP shall be constructed to a maximum height of 105 feet. In addition, Building 18 shall taper down in height by at least one story as shown on the CDP/FDP in the portion of such building proximate to the southern boundary of the Core Area.
- e. Buildings 14 and 15. Buildings 14 and 15 as shown on the CDP/FDP shall be constructed to a height between approximately 75 feet and a maximum of 90 feet.
- f. Buildings 11, 12, 13, 19 and 20. Buildings 11, 12, 13, 19 and 20 as shown on the CDP/FDP shall be constructed to a height between approximately 35 feet and a maximum of 50 feet.
- g. Buildings 2, 3 and 4. Buildings 2, 3 and 4 as shown on the CDP/FDP shall be constructed to a height between approximately 55 feet and a maximum of 75 feet.
- h. Building 1. Building 1 as shown on the CDP/FDP shall be constructed to a maximum height of 35 feet.
- i. Single-Family Attached and "Two over Two" Multi-family. The single-family attached dwelling units as shown on the CDP/FDP shall be constructed to a height no greater than 40 feet, and the "two over two" multi-family dwelling units as shown on the CDP/FDP shall be constructed to a height no greater than 50 feet.

5. Uses

- a. Core Area (PRM) Principal Uses.
 - (i) Multiple family dwellings.
 - (ii) Public Uses.
- b. Timing of High-Rise Construction. The Applicant shall have completed six (6) levels of columns and beams for the first of Buildings 5, 6, 7, 8, 9, 10, 14, 15, 16, 17 or 18 prior to the issuance of a RUP for the 500th residential unit constructed on the Application Property; provided, however, that upon demonstration that diligent efforts have been made to design, permit and construct such building, the timing of such building may be delayed for good cause shown as determined by the Director, Zoning Evaluation Division. For purposes of this Proffer 5.b. "good cause" shall include, but not be limited to, delays relating to the timing of design, permitting or construction of public improvements as set forth in these Proffers and/or other unforeseen design, permitting or construction delays. In addition, the Applicant shall have

completed construction of the first of Buildings 5, 6, 7, 8, 9, 10, 14, 15, 16, 17 or 18 and shall have completed six (6) levels of columns and beams for the second of such Buildings prior to the issuance of a RUP for the 1,000th residential unit constructed on the Application Property; provided, however, that upon demonstration that diligent efforts have been made to design, permit and construct such building, the timing of such building may be delayed for good cause shown (as described above) as determined by the Director, Zoning Evaluation Division.

c. Core Area (PRM) Secondary Uses.

- (i) Hotel as provided in Proffer 15 below.
- (ii) Affordable dwelling units (see Proffer 24 below).
- (iii) Non-Residential, Non-Office Uses within the Core Area (PRM).

(a) Allowable Ground Floor Uses. The ground floors of Buildings 6, 7, 8, 9, 10, 16, 17, and 18 (collectively consisting of approximately 190,000 square feet of GFA exclusive of lobbies, corridors, loading, parking entrances, service corridors, etc.) may be occupied by residential, office and/or non-residential, non-office uses as provided in this Proffer 5.c.(iii). In addition, space located within the second floors of Buildings 6, 7, 8, 9 and/or 10 may be utilized to accommodate two-story Type 1 or Type 2 Non-Residential Uses (as defined below) that also occupy ground floor space in such building.

(b) Design/Construction. Of the 190,000 square feet of GFA referenced in Proffer 5.c.(iii)(a) above, a total of at least 135,000 square feet of GFA within the ground floors of buildings 6, 7, 8, 9, 10, 16, 17 and 18 shall be designed and constructed with ground floors having a floor to floor height of a minimum of 13 feet to accommodate Type 1 and/or Type 2 Non-Residential uses as defined in Proffer 5.c.(iii)(c) below.

Of the total 135,000 square feet of GFA referenced above, a total of at least 100,000 square feet of GFA shall be so designed and constructed among the ground floors of Buildings 6, 7, 8, 9 and 10, and a total of at least 35,000 square feet of GFA shall be so designed and constructed among the ground floor(s) of Buildings 16, 17 and/or 18. Such spaces shall be

designated on the respective site plans for the buildings in which such spaces will be located, and such spaces shall be constructed concurrent with construction of the respective buildings.

- (c) Use/Occupancy. Within the minimum total of 135,000 square feet of GFA constructed as referenced in Proffer 5.c.(iii)(b) above, at a minimum, ground floor spaces shall be occupied with non-residential, non-office uses as follows:

- (A) Type 1 Non-Residential Uses. A minimum total of 30,000 square feet of GFA of the following uses (the "Type 1 Non-Residential Uses") shall be located among the ground floors of buildings 6, 7, 8, 9 and 10:

1. Retail Sales Establishments;
2. Eating Establishments;
3. Grocery Store (as defined below);
4. Bank Teller Machines, unmanned;
5. Business Service and Supply Service;
6. Fast-food Restaurants;
7. Commercial Health Clubs (up to 3,000 square feet of GFA, with any additional GFA counted as Type 2 Non-Residential Use);
8. Financial Institutions;
9. Personal Service Establishments;
10. Quick Service Food Stores; and
11. TDM Commuter Store/Bike Station.

Each of the respective buildings shall have a minimum of 3,000 square feet of GFA so occupied. Such minimum total of 30,000 square feet of Type 1 Non-Residential Uses shall be leased to no fewer than five (5) separate users. As part of this Type 1 Non-Residential Use commitment, the Applicant shall lease a minimum of 15,000 square feet of GFA in the ground floor of Building 7, 8 or 9 to a full-service grocery store user (i.e. not convenience retail or quick service food store use). The occupancy of such spaces with Type 1 Non-Residential Uses shall not be a condition to issuance of RUPs and/or Non-RUPs for other uses in the

respective buildings or elsewhere within the Application Property.

- (B) Type 2 Non-Residential Uses. In addition to the provisions of Proffer 5.c.(iii)(c)(A) above, a minimum total of 25,000 square feet of GFA of the following uses (the “Type 2 Non-Residential Uses”) shall be located among the ground floors of buildings 6, 7, 8, 9 and/or 10, and a minimum total of 25,000 square feet of GFA of Type 2 Non-Residential Uses shall be located among the ground floors of 16, 17 and/or 18:

1. Type 1 Non-Residential Uses;
2. Child-Care Centers and Nursery Schools;
3. Colleges, Universities (in Building 8 and/or 9 only);
4. Cultural Centers, Museums and similar facilities;
5. Repair Service Establishments;
6. Private Schools of Special Education;
7. “Live/Work” units that include a combination of a private dwelling unit with professional office, retail or other non-residential use, with only the non-residential areas of such units counting as Type 2 Non-Residential space;
8. Professional Offices;
9. Commercial Recreation Uses; and
10. Other institutional, cultural, recreational, governmental and/or pedestrian-oriented service uses.

A minimum of 3,000 square feet of GFA shall be so occupied within each of the respective buildings. The occupancy of such spaces with Type 2 Non-Residential Uses shall not be a condition to issuance of RUPs and/or Non-RUPs for other uses in the respective buildings or elsewhere within the Application Property.

- (d) Additional Non-Residential, Non-Office Use. In addition to the occupancy requirements set forth in Proffer 5.c.(iii)(c) above, the Applicant shall use best commercial efforts *to lease at least the remaining 55,000 square feet of GFA to Type 1 or Type 2 Non-*

Residential Users (the "Additional Retail Space") within the ground floors of Buildings 6, 7, 8, 9, 10, 16, 17 and/or 18. The occupancy of such Additional Retail Spaces with such a use shall not be a condition to issuance of RUPs and/or Non-RUPs for other uses in the respective buildings or elsewhere within the Application Property.

In the event that the Applicant is unsuccessful in leasing the Additional Retail Space for such use over a period of twenty-four (24) of the thirty-six (36) months preceding submission of the building plans for the respective building(s) in which such Additional Retail Space would be located, then the Applicant shall demonstrate its marketing effort to the Department of Planning and Zoning, and thereafter the Applicant may occupy such spaces with multi-family residential uses (or office use in the case of Building 8 or 9) and/or uses ancillary thereto, and the Additional Retail Space may be converted between such allowable uses as the market demands, as determined by the Applicant and without requiring a PCA, CDPA and/or FDPA. The Applicant shall provide written notice in the UOA, COA and/or HOA documents, as applicable, as well as to initial purchasers/lessees of such ground floor space, describing the provisions of this proffer. Any dwelling units located within the Additional Retail Space shall be counted toward the maximum allowable number of dwelling units as set forth in Proffer 3.a.

- (iv) Office. Office uses shall be located in Buildings 8 and 9 (in either location of those buildings as shown on the CDP/FDP) and shall total a minimum of 125,000 square feet and a maximum of 300,000 square feet of GFA.
- (v) Child Care. At a minimum, at least one child care center with an outdoor play area shall be designed and constructed within Building 6, 7, 10, 16, 17 or 18. The maximum daily enrollment within such center shall be 100. The maximum hours of operation for the center shall be 5:00 am to 9:00 pm, weekdays.
- (vi) Business Center. The Applicant shall provide a business center for use by project residents in the ground floor of one of buildings 14, 15, 16, 17 or 18. Such business center shall consist of a minimum of 600 square feet of gross floor area

and shall include at a minimum a meeting room/area for 4-6 people; an area for at least 3 permanent computer stations; an area with access to at least 2 lap-top hook up stations; a facsimile machine; a copy machine; private space for telephone calls; and a washroom.

- (vii) Accessory Uses and Home Occupations as permitted by Article 10 of the Zoning Ordinance.
- (viii) Seasonal skating and/or public cultural/event/ recreation facilities in the "Town Center" plaza area as shown on the CDP/FDP.
- (ix) Commercial off street parking (not including any temporary parking provided to facilitate improvements to the Vienna-Fairfax-GMU Metro Station), on an interim basis (i.e. until start of construction of the primary use approved for such site) on a maximum of two of the building sites of Buildings 6, 7, 8/9 and 10, or on a permanent basis within parking garages, as determined by the Applicant. Commercial off-street parking lots, if any, shall be improved pursuant to Zoning Ordinance and Public Facilities Manual standards and shall be in substantial conformance with that shown on the CDP/FDP. The Applicant reserves the right to remove any such commercial off-street parking use at any time upon 30 days written notice to FCDOT. The Applicant shall not charge less for commuter parking in any such lots than the prevailing rate for commuter parking at the WMATA garage(s) at the Vienna Metro Station. Such pricing restriction shall not apply to other potential users (such as retail patrons) of such parking facilities, if any. The construction and use of such parking facilities, if any, may occur prior to substantial completion of Vaden Drive Extended.
- (x) Age-Restricted Housing. Building 5 shall contain up to 138 age-restricted units. All such units shall be restricted to primary owners/tenants who are a minimum of fifty-five (55) years of age. Of the total age-restricted units provided, including the independent living units provided in Buildings 2, 3 and 4 as provided below, a minimum of ten (10) of such units shall be designed and constructed as fully handicapped accessible units.
- (xi) Telecommunications Equipment as provided in Proffer 23 below.
- (xii) Transportation Facilities.

- d. Non-Core West (PDH-16) Principal Uses.
 - (i) Multiple family dwellings.
 - (ii) Affordable Dwelling Units (see Proffer 24 below).
 - (iii) Public Uses located in Building 1 consisting of approximately 29,700 square feet of GFA as provided in Proffer 25.
- e. Non-Core West (PDH-16) Secondary Uses.
 - (i) Accessory uses, accessory service uses and home occupations as permitted by Article 10 of the Zoning Ordinance.
 - (ii) Independent Living Facilities. Buildings 2, 3 and 4 collectively shall contain up to a total of 230 independent living units. Independent living units may be located in buildings up to 75 feet in height as set forth in Proffer 4. All such units shall be restricted to primary owners/tenants who are a minimum of fifty-five (55) years of age. Of the total age-restricted/independent living units provided, including those provided in Building 5 as provided above, a minimum of ten (10) of such units shall be designed and constructed as fully handicapped accessible units.
- f. Non-Core South (PDH-12) Principal Uses.
 - (i) Single Family Attached Dwellings.
 - (ii) Affordable Dwelling Units (see Proffer 24).
- g. Non-Core South (PDH-12) Secondary Uses.
 - (i) Accessory uses, accessory service uses and home occupations as permitted by Article 10 of the Zoning Ordinance.

For purposes of Zoning Ordinance Section 6-105 and 6-405, all secondary uses referenced specifically in this Proffer 5 shall be deemed to be “specifically designated on the FDP” such that approval of a separate special exception shall not be required to implement such use. Other principal and secondary uses permitted in the PRM, PDH-16 and/or PDH-12 Zoning Districts that are not specifically listed in this Proffer 5 may be permitted with the approval of a FDPA and/or a special exception or special permit, as required. A PCA shall not be required as long as the proposal remains in substantial conformance with the CDP.

6. Transportation.

- a. Rezoning Analysis/Proffered Improvements. The Applicant has conducted a comprehensive traffic impact analysis prepared by Wells & Associates, LLC, dated August 19, 2005, (the "Rezoning Transportation Analysis") that addresses roads and intersections within and around the Application Property, the pedestrian circulation system and rail transit system capacity. Pursuant to such analysis, the Applicant shall implement/construct the following measures to mitigate the impacts of the development of the Application Property on the transportation system:
 - (i) Dedication. The Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way for public street purposes, for the purpose of extending Vaden Drive through the Application Property as further described below. Such right of way shall be of variable width, and shall be located within the Application Property in the area as generally shown on the CDP/FDP for Vaden Drive Extended. Such right of way dedication shall also include the area shown on the CDP/FDP that provides interparcel access to connect the property located west of the Application Property (2005 Tax Map reference: 48-3((1)) 95B and 95C) to Vaden Drive Extended. The exact location and amount of the right-of-way to be dedicated shall be determined in relation to the final engineering design of Vaden Drive Extended (as further described below) as determined by DPWES and VDOT. Dedication of such right-of-way shall be made prior to site plan approval for the first phase of residential and/or non-residential development on the Application Property or upon request from Fairfax County, whichever occurs first. This proposed dedication shall be deemed to satisfy the right-of-way requirements of Table 1 of the Comprehensive Plan.
 - (ii) Vaden Drive Extended. Subject to VDOT and DPWES approval, the Applicant shall construct a four-lane median divided public road measuring approximately 66 feet from face-of-curb to face-of-curb (exclusive of turn lanes as shown on the CDP/FDP and/or as may be required by VDOT) within the Application Property in the area as generally shown on the CDP/FDP, connecting Lee Highway (Route 29) with Saintsbury Drive and within the area to be dedicated pursuant to Proffer 6.a.(i) above ("Vaden Drive Extended"). Vaden Drive Extended shall be constructed at a 30 mile per hour design speed (or lesser if approved by VDOT) with 11-foot travel

lanes and a 16 foot wide landscaped median as shown on the CDP/FDP and as approved by DPWES and VDOT. Vaden Drive Extended shall include turn lanes and improvements at its Lee Highway and Saintsbury Drive intersections as generally shown on the CDP/FDP and subject to VDOT, FCDOT and DPWES approval. The Applicant shall also construct the interparcel access to connect the property located west of the Application Property (2005 Tax Map reference: 48-3((1)) 95B and 95C) to Vaden Drive Extended as shown on the CDP/FDP. Vaden Drive Extended shall be substantially completed prior to the issuance of the first Residential Use Permit ("RUP") or Non-Residential Use Permit ("Non-RUP") for residential or non-residential uses on the Application Property; provided, however, that this proffer shall not require the substantial completion of Vaden Drive Extended prior to issuance of a Non-RUP for temporary commercial off-street parking uses, if any, to be located within the building sites of buildings 6, 7, 8, 9 and/or 10. For purposes of this Proffer, "substantially completed" shall mean open and available for use by the public but not necessarily accepted by VDOT for maintenance purposes. The Applicant shall maintain Vaden Drive Extended from Saintsbury Drive south to Lee Highway until VDOT accepts it into the State system for maintenance. Final bond release for the development shall not occur until Vaden Drive Extended is accepted into the State system.

- (iii) Bus Shelter. Concurrent with construction of Vaden Drive Extended, the Applicant shall install a bus shelter exclusive of any bus turn out lane along Vaden Drive Extended in a location to be determined by WMATA and/or Fairfax County DOT. The Applicant shall work with WMATA and Fairfax DOT to develop the design of the bus shelter. The Applicant shall maintain the trash receptacles located at the bus shelter, as well as the bus shelter, and such maintenance obligations shall be contained in the Umbrella Owners Association documents as described in Proffer 18 below.
- (iv) Truck Restrictions on Vaden Drive Extended. At the time of public improvement/site plan submission for Vaden Drive Extended, the Applicant shall make a written request of, and thereafter diligently pursue with VDOT a restriction to prohibit the use of Vaden Drive Extended by through trucks exceeding 5 tons of net weight.

- (v) Saintsbury Drive – I-66 Ramp Connection. The Applicant shall design and engineer the connection from Saintsbury Drive eastbound onto the I-66 eastbound ramp as generally shown on the CDP/FDP concurrent with design of the Saintsbury Drive improvements as described in Proffer 6.a.(xii) below. If FCDOT obtains all Federal Highway Administration (“FHWA”) permits and approvals necessary to construct such connection prior to substantial completion of such Saintsbury Drive improvements (as defined in Proffer 6.a.(xii)), then the Applicant shall construct such connection. If FCDOT does not obtain such permits and approvals prior to such time, then the Applicant shall contribute \$150,000 to DPWES to allow for the construction of such connection. The amount of such contribution shall be adjusted annually for inflation as reported by the Marshall and Swift Building Cost Index from the date of approval of this Application
- (vi) Eastbound I-66 Ramp Widening. Subject to approval by WMATA, DPWES and VDOT, the Applicant shall design, engineer and construct improvements as shown on the CDP/FDP to widen the eastbound I-66 ramp at the point it exits onto Nutley Street southbound and Saintsbury Drive westbound. Such work shall be constructed concurrent with the reconstruction of Saintsbury Drive as described in Proffer 6.a.(xii) below and shall be “substantially complete” (as defined in Proffer 6.a.(ii) above) concurrent with the Saintsbury Drive improvements. In no event shall the Applicant be required to obtain FHWA approval for such widening improvements. In the event it is determined that FHWA approval is required, then the Applicant shall design and engineer such improvements as generally shown on the CDP/FDP concurrent with design of the Saintsbury Drive improvements and afford FCDOT the opportunity to obtain all FHWA permits and approvals necessary to construct such improvements. If FCDOT obtains all such permits and approvals prior to substantial completion of such Saintsbury Drive improvements (as defined in Proffer 6.a.(xii)), then the Applicant shall construct such improvements. If FCDOT does not obtain such permits and approvals by such time, then instead of constructing such improvements, the Applicant shall make a contribution to DPWES in the amount of such improvements as determined by the Fairfax County Bond Schedule prior to final bond release for the project.
- (vii) Lee Highway/Nutley Street Improvements. Subject to DPWES and/or VDOT approval, the Applicant shall stripe eastbound

Lee Highway to provide for dual left turn lanes onto northbound Nutley Street concurrent with construction of Vaden Drive Extended. Concurrent with such striping and the construction of Vaden Drive Extended, the Applicant shall implement traffic signal modifications (design, equip and install) as necessary at such intersection to accommodate the dual left turn lanes as may be warranted and approved by VDOT. Concurrent with construction of Vaden Drive Extended the Applicant shall install pedestrian countdown signals as approved by VDOT crossing Nutley Street north of Lee Highway and crossing Lee Highway east of Nutley Street.

- (viii) Private Roads. With the exception of Vaden Drive Extended, and the improvements to Saintsbury Drive (as described in Proffer 6.a.(xii) below), the street network as depicted on the CDP/FDP shall be private streets owned by the Applicant and, subsequently, the Umbrella Owners Association ("UOA") (as provided in Proffer 18 below).
 - (a) The private streets shall be constructed with materials and depth of pavement consistent with public street standards, in conformance with the Public Facilities Manual ("PFM") as determined by DPWES.
 - (b) As provided in Part 7 of Article 2 of the Zoning Ordinance, and as detailed more fully in Proffer 18 below, maintenance, repair and replacement of the private streets shall be the obligation of the Applicant and its successor UOA .
 - (c) The Applicant shall establish a reserve fund within the UOA to provide for the maintenance of the private streets and shall contribute the amount necessary to maintain the streets for a minimum of 10 years, as determined by DPWES and pursuant to Section 2-703 (1) (D) of the Zoning Ordinance.
 - (d) Prior to site plan approval for each respective phase of the project, the Applicant shall grant ingress and egress easements for public access and for public emergency and maintenance vehicles over the private streets constructed in that respective phase of development/construction.
- (ix) WMATA Study. At the time of approval of the site plan/public improvement plan for Vaden Drive Extended the Applicant shall reimburse Fairfax County's actual documented cost (up

to \$100,000) of a Near-Term Improvement Analysis and Plan for Vienna Station undertaken by WMATA.

- (x) Traffic Signals. Concurrent with the submission of a public improvement plan/site plan for Vaden Drive Extended, the Applicant shall submit to VDOT warrant studies based on full build out of the Application Property for traffic and pedestrian signals at the following intersections: Vaden Drive Extended/Main Street, Vaden Drive Extended/Lee Highway, Vaden Drive Extended/ Saintsbury Drive, and Main Street/Saintsbury Drive. All such signals shall include pedestrian countdown signals at all crossings except those where no sidewalk/trail is located on the receiving end. The Applicant shall design, equip, and construct all of those signals that are warranted at such time(s) as VDOT determines them to be warranted based on the warrant studies. If, based on the warrant studies, VDOT determines that any of the signals will not be warranted until a time subsequent to final bond release for the Application Property, then the Applicant shall provide an escrow for the cost of such signals prior to final bond release in lieu of construction in an amount as determined by FCDOT. The Applicant shall be entitled to be reimbursed for (or in the event of an escrow, credited for) any contribution by others for a signal to be located at the intersection of Vaden Drive Extended/Saintsbury Drive associated with SE 2002-PR-016 after the Applicant installs the light or, as applicable, at the time of escrow. In addition, concurrent with the submission of a public improvement plan/site plan for Vaden Drive Extended, the Applicant shall also submit to VDOT a warrant study for a traffic signal at one of the two intersections of Virginia Center Boulevard and Centerboro Court as determined by VDOT. If such study demonstrates that a signal is warranted at that location and VDOT approves such signal, the Applicant shall design, equip and construct such a signal prior to final bond release for the first site plan approved for residential and/or non-residential development on the Application Property, and the Applicant shall be entitled to be reimbursed for any proffered contribution for such signal associated with RZ 88-P-101 after the light is installed, subject to DPWES approval that the work has been completed.
- (xi) Signal Timing Modifications. Within 180 days after the opening of Vaden Dive Extended for public use, the Applicant shall conduct, and submit to VDOT, a corridor evaluation of existing signal timings along Nutley Street from the I-66 ramps to Lee Highway (4 signals) and along Lee Highway from Nutley Street

to Blake Lane (4 signals), to determine appropriate signal timing modifications along such corridors. Such signal timing plans shall be subject to review and approval by VDOT and shall provide for sufficient pedestrian crossing times in accordance with established standards as determined by VDOT. The Applicant shall make such signal timing modifications as may be approved by VDOT based on the findings of the evaluation.

- (xii) Saintsbury Drive and Metro Station. Subject to approval by WMATA, VDOT and DPWES, and subject to approval by the Board of Supervisors of Special Exception Amendment Application SEA 82-P-032-5 (collectively the "Metro Station Approvals"), the Applicant shall construct improvements to Saintsbury Drive and the Vienna-Fairfax-GMU Metro Station (the "Metro Station") as shown on the CDP/FDP. Such section of Saintsbury Drive shall be designed to VDOT standards at a 30 mile per hour design speed (or lesser if approved by VDOT) with modifications as may be approved by VDOT and DPWES. The Applicant shall submit and thereafter diligently pursue approval of a public improvement plan/site plan for the Saintsbury Drive and Metro Station improvements no later than the submission of a public improvement plan/site plan for Vaden Drive Extended provided that the Metro Station Approvals as referenced above have been provided by that time. The Applicant shall "substantially complete" (as defined in Proffer 6.a.(ii) above) the Saintsbury Drive and Metro Station improvements prior to the issuance of the 600th RUP for the Application Property (exclusive of dwelling units constructed within the Core Area (PRM District); provided, however, that upon demonstration that diligent efforts have been made to construct such improvements, the timing of the improvements may be delayed for good cause shown as determined by the Director, Zoning Evaluation Division. For purposes of this Proffer 6.a.(xii) "good cause" shall include, but not be limited to, delays relating to the timing of design, permitting or construction of public improvements as set forth in these Proffers and/or other unforeseen design, permitting or construction delays. The Applicant shall replace 77 existing on-street commuter parking spaces to locations along the reconstructed Saintsbury Drive as generally shown on the CDP/FDP and extending eastward toward the intersection of Nutley Street, or elsewhere if such spaces cannot be accommodated on Saintsbury Drive, as may be approved by VDOT. The Applicant shall coordinate with WMATA on a phasing plan for the Metro Station and Saintsbury Drive

improvements as set forth above that minimizes the interruption of service to and from the Metro Station during construction. The Metro Station improvements (i.e., bus bays, kiss-n-ride, pedestrian improvements, bus canopy and parking lot access improvements) shall be completed in accordance with WMATA construction guidelines and schedules.

- (xiii) Circle Woods Drive Terminus. The Applicant shall construct a permanent terminus to Circle Woods Drive as may be approved by VDOT and DPWES and subject to the dedication of any necessary right of way and the granting of construction and other necessary easements by the Circle Woods Home Owners Association and/or the Circle Woods Condominium Association to be provided at no cost to the Applicant (except typical administrative fees and costs associated with preparation, approval and recordation of deeds, plans and plats). The Applicant shall diligently pursue all necessary off-site dedications and easements and provide documentation to DPWES in the event such dedications and easements are not provided. If the Applicant does not receive a response to its requests for dedications and easements within sixty (60) days of making them, then such requests shall be deemed to have been rejected, and the Applicant shall be relieved of any further obligation pursuant to this Proffer 6.a.(xiii). In the event that all such dedications and easements from the Circle Woods communities have been provided as required by this Proffer 6.a.(xiii) , then the Applicant shall complete such work prior to bond release for Vaden Drive Extended; provided, however, that upon demonstration that diligent efforts have been made to construct such improvements, the timing of the improvements may be delayed for good cause shown as determined by the Director, Zoning Evaluation Division.
- (xiv) Off-Site Right-of-Way/Easements. In the event the Applicant is unable to obtain the necessary right-of-way or easements required to construct the improvements described in this Proffer 6, the Applicant shall proceed as follows:

The Applicant shall request the County to acquire the right-of-way or easements by means of its condemnation powers, at the Applicant's expense. It is understood that the Applicant's request will not be considered until it has forwarded, in writing, to the appropriate County agency accompanied by: (1) plans and profiles showing the necessary right-of-way or easements to be acquired, including all associated details of the proposed transportation improvements to be located on said property;

(2) an independent appraisal of the value of the right-of-way or easements to be acquired and of all damages and benefits to the residue of the affected property; (3) a sixty (60) year title search certificate of the right-of-way or easements to be acquired; and (4) a Letter of Credit in an amount equal to the appraised value of the right-of-way or easements to be acquired and of all damages to the residue, which letter of Credit can be drawn upon by the County.

It is also understood that in the event the property owner of the right-of-way or easements to be acquired is awarded more than the appraised value of same and of the damages to the residue in a condemnation suit, the amount of the award in excess of the Letter of Credit amount shall be paid to the County by the Applicant within fifteen (15) days of said award.

It is further understood that all other costs incurred by the County in acquiring the right-of-way shall be paid to the County by the Applicant on demand.

It is expressly understood that in the event the County does not acquire the aforesaid right-of-way or easements by means of its condemnation powers, the Applicant is relieved of its responsibility to construct the off-site portion of the aforesaid improvements specifically affected by the unavailability of the right-of-way or easements. It is further understood that in the event the Applicant is required to implement the provisions of this proffer in order to obtain necessary right-of-way or easements, then the timing requirements of these proffers as they relate to the improvements that necessitate such right-of-way or easements shall be automatically hereby adjusted to require such improvements prior to final bond release for the project.

- b. Subsequent Analyses. Concurrent with the trip generation analysis prepared pursuant to Proffer 7 following issuance of the 1,500th RUP for the Application Property, and again concurrent with the trip generation analysis prepared pursuant to Proffer 7 upon "stabilization" (as defined in Proffer 7), the Applicant shall conduct follow up traffic impact analyses to reevaluate the intersections studied in the Rezoning Transportation Analysis (as defined in Proffer 6.a. above) and make recommendations, as necessary, for signal timing modifications to improve traffic flow through such intersections. The Applicant shall submit such subsequent analyses to FCDOT and VDOT, and the Applicant shall implement any such signal timing modifications as VDOT may approve. In addition, these subsequent analyses shall include a review of and, if necessary, update to the

assumptions and expectations contained in the Rezoning Transportation Analysis concerning the availability of existing and planned rail car capacity at the Vienna Transit Station to serve additional ridership generated by the residential component of the development at build out.

7. Transportation Demand Management (TDM).

This Proffer 7 sets forth the programmatic elements of a transportation demand management plan (the “TDM Plan”) that shall be implemented by the Applicant, and subsequently the Umbrella Owners Association (“UOA”) as defined in Proffer 18 below, to encourage the use of transit (Metrorail and bus), other high occupant vehicle commuting modes, walking, biking and teleworking in order to reduce automobile trips generated by the uses constructed on the Application Property. The TDM Plan shall be provided to compliment the numerous physical attributes of the proposed development that provide for transportation systems management and are referenced elsewhere in these proffers.

The TDM Plan shall include the following components:

- a. Trip Reduction Objectives.
 - (i) General. The purpose of the TDM Plan shall be to reduce vehicle trips generated by the uses constructed on the Application Property through the use of mass transit, ride-sharing, and/or other strategies.
 - (ii) Stabilization. Specifically, upon “stabilization” of the Application Property (as defined in Proffer 7.a.(v) below) and thereafter, the objective of the TDM Plan shall be to reduce vehicle trips generated by the on-site residential uses during the weekday peak hour by 47% and to reduce vehicle trips generated by the on-site office uses in Buildings 8 and 9 (as shown on the CDP/FDP) during the weekday peak hour by 25%.
 - (iii) During Construction. In addition, during construction of the Application Property the objective of the TDM Plan shall be to reduce weekday peak hour trips generated by on-site residential uses and on-site office uses in Buildings 8 and 9 (as shown on the CDP/FDP) by percentages as set forth below:
 - 1 – 750 dwelling units: 25% reduction;
 - 751 – 1500 dwelling units: 30% reduction;

- Office GFA constructed in Buildings 8 and/or 9 prior to “stabilization”: 20% reduction;

Notwithstanding these interim trip reduction objectives that are applicable during construction, in the event that the project includes fewer than 2,248 dwelling units and/or less than 300,000 square feet of office GFA in Buildings 8 and/or 9 upon stabilization, the trip reduction objectives upon stabilization shall nevertheless be 47% and 25% respectively.

- (iv) Baseline. The baseline number of vehicle trips from which such reductions shall be measured shall be determined based on the actual number and type of residential units constructed on the Application Property and the actual amount and type of office GFA constructed within Buildings 8 and 9, from time to time, using the trip generation rates/equations applicable to such uses as set forth in the Institute of Transportation Engineers, Trip Generation, 7th Edition, or those rates for single family attached dwelling units as established by FCDOT in 2005, as applicable. For purposes of this proffer independent living units and age-restricted units shall be considered typical multiple family dwelling units without distinction for age-restrictions. In the event, however, that the project includes fewer than 2,248 dwelling units and/or less than 300,000 square feet of office GFA in Buildings 8 and 9 upon stabilization, then the baseline trip generation numbers applicable upon stabilization shall be calculated as if 2,248 dwelling units and 300,000 square feet of office GFA had actually been constructed as reflected on the CDP/FDP. An illustrative example of how the “baseline” would be determined is depicted on Exhibit A-1 attached hereto.
- (v) Stabilization Defined. For purposes of this Proffer 7, “stabilization” of the Application Property shall be deemed to occur upon the later of one-year following issuance of the last initial RUP for a dwelling unit to be constructed on the Application Property or one-year following issuance of the last initial Non-RUP for floor area representing 80% of full occupancy of the last office building to be constructed on the Application Property.
- (vi) Peak-hour Defined. For purposes of this Proffer 7, the relevant weekday “peak hour” shall be that 60-minute period during which the highest volume of mainline trips occurs between, respectively, 6:00 and 9:00 AM and 4:00 to 7:00 PM, as determined by mechanical traffic counts conducted at two

select locations along Lee Highway between Blake Lane and Nutley Street and at two select locations along Nutley Street between Lee Highway and Saintsbury Drive and as approved in consultation with FCDOT. To determine the peak hour, such counts shall be collected beginning on a Monday at 2400 hours and continuing to the following Thursday at 2400 hours at a time of year that reflects typical travel demand conditions (e.g. September to May, not during a holiday week or when public schools are not in session). The relevant peak hour shall be defined in conjunction with each of the trip generation analyses required pursuant to this proffer. The methodology for determining the peak hour may be modified subject to approval of FCDOT, but without requiring a PCA, in order to respond to technological and/or other improvements in trip counting.

- b. TDM Strategic Plan. In order to meet the objectives set forth in Proffer 7.a. above, the Applicant shall implement the TDM Strategic Plan prepared by Strategic Transportation Initiatives, Inc., dated December 16, 2005 and attached hereto as Exhibit B. It is the intent of this proffer that the TDM Strategic Plan adapt over time to respond to the ever-changing transportation related circumstances of the site, the surrounding community and the region as well as to adapt to respond to technological and/or other improvements all with the objective of meeting the objectives set forth in Proffer 7.a. above. As such, the TDM Strategic Plan may be amended from time to time, subject to approval of FCDOT, but without requiring a PCA; provided, however, that the TDM Strategic Plan shall include provisions for the following:
 - (i) A targeted marketing program for residential sales/leases that encourages and attracts TDM oriented people such as one or no car individuals/families to the project as well as a targeted marketing program for office tenants;
 - (ii) Integration of transportation information and education materials into residential sales/rental kits;
 - (iii) "Personalized transportation advising" integrated into new unit walk-throughs, including appropriate training of sales/leasing agents;
 - (iv) Distribution of fare media or other incentives one time, to all initial residents of driving age as well as on select occasions as an incentive;

- (v) Marketing and incentive programs that encourage off-peak vehicle travel.
- (vi) Encouraging office employers to offer employee benefit options including parking cash out, pre-tax/payroll subsidy for transit and vanpool fares, flex-time and alternative work schedule programs and live-near-work incentives.
- (vii) Vanpool and carpool formation programs, including ridematching services, and coordination with established guaranteed ride home programs.
- (viii) Safe routes to schools program(s).
- (ix) Car sharing program(s) subject to agreement with third-party vendor(s) (such as ZipCar/FlexCar).
- (x) A site-specific project website (that includes targeted information on a building by building basis) and that includes multimodal transportation information, real-time travel and transit data, the possibility of online transit pass sales or value loading and connections to supporting links.
- (xi) Parking management including the “un-bundling” of parking spaces from unit sales/leases, dedicated space for residential vanpools, unbundling of leasing and pricing for office space and parking spaces, preferential parking (rates and locations) for carpools and vanpools
- (xii) Establishment of TDM network of designated TDM contacts from the UOA, property managers and FCDOT through which to coordinate the implementation of the TDM Plan.
- (xiii) Establishment of a phasing strategy coordinated with FCDOT as provided herein for implementation to address which strategies are implemented at what time.

- c. Transportation Coordinator. Within 90 days of the approval of this Application, the Applicant shall designate a transportation management professional to be the Transportation Coordinator (“TC”) for the project, whose duties shall be to further develop, implement and monitor the various components of the TDM Plan. The TC shall oversee all elements of the TDM Plan and act as the liaison between the Applicant and FCDOT. The TC may be employed either directly by the Applicant/UOA or through a property management company contracted by the Applicant/UOA. The Applicant shall provide written notice to FCDOT of the designated TC, along with a demonstration of

his/her qualifications, within 10 days of such designation and, thereafter, within 10 days of any change in such designation. Following the initial designation of the TC, the Applicant/UOA shall continuously employ, or cause to be employed, a TC for the Application Property.

- d. TDM Budget. Within 180 days of approval of this Application the Applicant, through the TC, shall establish an initial budget sufficient to implement the TDM Strategic Plan for the forthcoming year (the "TDM Budget"). The TDM Budget shall include a contingency (the "TDM Budget Contingency") equivalent to a minimum of 10% of the amount of the TDM Budget. The Applicant shall provide written documentation demonstrating the establishment of the TDM Budget to FCDOT within 10 days of its establishment. In conjunction with annual monitoring of TDM strategies as provided in Proffer 7.g.(i) below, the TC shall re-establish the TDM Budget for the forthcoming year.
- e. TDM Account. Within 90 days of approval of this Application, the Applicant shall establish and fund an account (the "TDM Account") in the initial amount of \$200,000. The purpose of the TDM Account shall be to fund the TDM Budget, including the TDM Budget Contingency. The TDM Account shall be established in an interest bearing account with a fully insured and licensed financial institution. The Applicant shall provide written documentation demonstrating the establishment of the TDM Account to FCDOT within 10 days of its establishment. Funds in the TDM Account shall be utilized by the TC each year to implement the TDM Strategic Plan in accordance with the TDM Budget. As provided in Proffer 7.g.(i) below, TC shall provide an annual audit of the TDM Account to FCDOT, and such audit shall include demonstration that the applicable strategies of the TDM Strategic Plan were implemented and sufficiently funded that year.

Any funds remaining in the TDM Account at the end of any given year shall be transferred to the TDM Remedy Fund (as described in Proffer 7.j.(i) below) until such time as the TDM Remedy Fund has achieved a balance of \$500,000. Upon such time as the TDM Remedy Fund achieves a balance of \$500,000, any funds remaining in the TDM Account at the end of any given year shall remain in the TDM Account to be utilized for the forthcoming year. In the event that the TDM Remedy Fund is drawn upon (as provided in Proffer 7.j.(i) below) then the process for replenishing the TDM Remedy Fund as outlined above shall be repeated until the TDM Remedy Fund again achieves a balance of \$500,000.

The TDM Account shall be replenished annually following the establishment of each year's TDM Budget, and any transfer of

funds to the TDM Remedy Fund as provided above, by the Applicant and/or UOA as applicable, in order to maintain a starting balance of at least \$200,000, which amount shall be adjusted annually for inflation as reported by the Marshall & Swift Building Cost Index, or such greater amount as the forthcoming year's TDM Budget may require. An illustrative example demonstrating a possible cash flow scenario of funds through the TDM Account and incorporating the other financial obligations as provided in this Proffer 7 is depicted on Exhibit A-6 attached hereto. The TDM Account shall be managed by the Applicant until such time as the Applicant Control Period (as defined in Proffer 7.i. below) has expired. Following such time management of the TDM Account will become the responsibility of the UOA. A line item for the TDM Account shall be included in the UOA budget upon the establishment of the UOA. The association documents that establish and control the UOA shall provide that the TDM Account shall not be eliminated as a line item in the UOA budget and that funds in the TDM Account shall not be utilized for purposes other than to fund TDM strategies. The TDM Account shall be funded solely by the Applicant (or successor developer) until such time as pro-rata assessments of residents and commercial owners are implemented as provided in the UOA documents. Prior to the end of the Applicant Control Period, the Applicant shall establish a dedicated source of funding for at least a portion of the TDM Account from a source other than residential dwelling unit assessments, such as parking meter revenue and/or other parking revenue.

- f. TDM Incentives. At the time of approval of the first site plan/subdivision plan for residential use the Applicant shall make a one time contribution of \$300,000 to the TDM Account to fund a transit incentive program for initial purchasers/lessees. Such program shall be prepared by the Applicant, through the TC and in coordination with FCDOT and shall include consideration for fare media distribution and value loading, financing incentives, and alternative incentives (such as grocery delivery) tailored to residents that are not likely to make use of alternative commute option benefits.

g. Monitoring and Reporting.

- (i) TDM Strategies. At a minimum, the TC shall report annually to FCDOT on the TDM Plan beginning on or about the date that is one (1) year following approval of this Application. Until such time as any residential and/or non-residential space is occupied, such report shall include a description of that year's TDM strategic efforts, including, as applicable, sample marketing materials, as well as that year's TDM Budget and TDM Account expenditures and the TDM Budget for the forthcoming year. Thereafter the TC shall conduct an annual survey (approximately 60 days prior to the date of the annual report) to evaluate the effectiveness of the TDM strategies in place at that time and to evaluate whether potential changes to the TDM Strategic Plan are needed at that time. If such surveys reveal that changes to the TDM Strategic Plan are needed, the Applicant shall coordinate such changes with FCDOT and thereafter implement them. The TC shall coordinate draft survey materials and the methodology for validating survey results with FCDOT prior to each year's survey. The TC shall submit as part of the annual report an analysis of the surveys to FCDOT. Such analysis shall include at a minimum:
 - (a) A description of the TDM measures in effect for the survey period and a description of how such measures have been implemented;
 - (b) The results of the surveys taken during the survey period;
 - (c) The number of residents, employees and/or others participating in the TDM programs;
 - (d) An evaluation of the effectiveness of the TDM program elements in place and, if necessary, proposed modifications;
 - (e) An audit of the TDM Account established pursuant to Proffer 7.e. above; and
 - (f) A description of the uses constructed and occupied on the Application Property at the time the survey was conducted.

(ii) Trip Generation.

- (a) As part of the regular monitoring of the TDM programs, the Applicant shall also measure actual trip generation from the site at select intervals as provided below to evaluate the success in meeting the trip reduction objectives as set forth in Proffer 7.a. Specifically, the Applicant shall conduct a trip generation analysis to monitor peak hour trips generated by the residential and office uses constructed on the Application Property at the following times: First, following occupancy of the 750th dwelling unit; Second, following occupancy of the 1500th dwelling unit; Third, following stabilization (as defined in Proffer 7.a.(v) above); Fourth, one year following stabilization; and Fifth, two (2) years following stabilization.
- (b) Such trip generation analyses shall include vehicle counts, which counts may include counts of vehicles entering and exiting driveways to buildings within the development, as well as intersection turning movement counts at those street connections to/from the community and/or other similar quantitative measures as coordinated with and approved by FCDOT. Counts shall be conducted so that only trips generated by the office and, separately, residential uses on the Application Property shall be counted (i.e. cut-through trips, metro trips, retail trips, etc. shall be excluded). Peak hour counts shall be conducted over 3 days over a maximum two week period at a time of the year that reflects typical travel demand conditions (e.g., September to May, not during holiday weeks or when public schools are not in session). The average number of AM and PM peak hour trips shall be computed by summing the number of applicable trips entering and exiting the site (at all driveways) on each of the three days counts are taken and dividing that sum by three. Values will be provided for each building included in the project and a sum of vehicle trips generated by the residential and office uses in the project will be calculated. At least 30 days prior to conducting each such analysis, the Applicant shall convene a meeting with FCDOT to finalize the calculation of the respective "baseline" (as defined in Proffer 7.a.(iv) above) and to finalize the methods for such analyses all as based on the provisions contained herein. Within 60 days of

completion of each such analysis, the Applicant shall compile the results and provide a written report to FCDOT.

- (h) Evaluation and Adjustment. The results of the trip generation analyses referenced in Proffer 7.g.(ii) above shall be compared to the trip reduction objectives set forth in Proffer 7.a. to determine whether those trip reduction objectives have been met. In the event such objectives have been met as determined by the trip generation analyses, the Applicant shall proceed to implement the TDM Plan. In the event such objectives have not been met, then the Applicant shall convene a meeting with FCDOT to review the TDM strategies then in place and to develop proportional modifications to the TDM Strategic Plan to address the shortfall, which modifications may include the requirement to conduct additional trip generation analyses no sooner than six (6) months following the previous such analysis. Within 30 days following such meeting, the Applicant shall submit an updated TDM Strategic Plan and TDM Budget to FCDOT for its review and approval. FCDOT shall respond with any comments to the Applicant within 30 days. If no response is provided within such time, the Applicant's updated TDM Strategic Plan and TDM Budget shall be deemed approved. Following approval of the updated TDM Strategic Plan and TDM Budget the Applicant shall (1) increase the TDM Account if necessary in order to cover any proportional additional costs to implement the updated TDM Budget; and (2) implement the provisions of the updated TDM Strategic Plan.
- (i) Subsequent Monitoring and Reporting. The Applicant (or successor developer, but not the successor UOA) shall remain obligated under this proffer until such time as two consecutive post stabilization trip generations analyses (i.e. not including the trip generation analysis conducted at "stabilization") reveal that the trip reduction objectives are being met (the "Applicant Control Period"). At the end of the Applicant Control Period, the Applicant shall contribute to the TDM Remedy Fund (as described in Proffer 7.j.(i) below) if and to the extent necessary for the TDM Remedy Fund to have a \$500,000 balance. Upon such contribution, if any is required, the Applicant shall bear no further obligation under Proffer 7.

If the trip generation analysis conducted two (2) years following stabilization reveals that the trip reduction objectives are not being met, then the Applicant shall convene a meeting with FCDOT to review the TDM strategies then in place and to develop proportional modifications to the TDM Strategic Plan to address the shortfall. Within 30 days following such meeting, the Applicant shall submit an updated TDM Strategic Plan and TDM Budget to FCDOT for its

review and approval. FCDOT shall respond with any comments to the Applicant within 30 days. If no response is provided within such time, the Applicant's updated TDM Strategic Plan and TDM Budget shall be deemed approved. Following approval of the updated TDM Strategic Plan and TDM Budget the Applicant shall (1) increase the TDM Account if necessary in order to cover any proportional additional costs to implement the updated TDM Strategic Plan; (2) implement the provisions of the updated TDM Strategic Plan; and (3) conduct another trip generation analysis (pursuant to the methodology set forth in Proffer 7.g.(ii)(b)) one year later to determine whether the trip reduction objectives are then being met.

In the event such subsequent analysis reveals that the trip reduction objectives are still not being met, then the Applicant shall repeat the process above (additional adjustments to programmatic elements, additional funding and additional monitoring) until such objectives have been met for two (2) consecutive years.

Following such time as the trip reduction objectives are determined to have been met for two consecutive post stabilization trip generation analyses, the Applicant (or successor developer) shall bear no further obligation under this Proffer 7. At such time, the UOA shall be responsible for the TDM Plan and shall conduct additional trip generation analyses at two (2) year intervals to determine whether the trip reduction objectives are continuing to be met. Upon such time as two consecutive analyses conducted at two (2) year intervals demonstrate that the trip reduction objectives have been met, the UOA shall be required to conduct subsequent trip generation analyses at five (5) year intervals. Meanwhile, the UOA shall remain obligated to continue to report annually to FCDOT on the TDM Strategies as provided in Proffer 7.g.(i). In the event that such annual reports demonstrate through trend analysis that a change in commuting patterns has occurred that is significant enough to reasonably call in to question whether the post stabilization trip reduction objectives are continuing to be met, as determined by FCDOT, then FCDOT may require the UOA to conduct additional trip generation analyses (pursuant to the methodology set forth in Proffer 7.g.(ii)(b)) on a more frequent basis to determine whether in fact such objectives are being met. If any of the UOA's required trip generation analyses demonstrate that the trip reduction objectives are not being met, then the UOA shall convene a meeting with FCDOT to review the TDM strategies then in place and to develop proportional modifications to the TDM Strategic Plan to address the shortfall. Within 30 days following such meeting, the UOA shall submit an updated TDM Strategic Plan and Budget to FCDOT for its review and approval. FCDOT shall respond with any comments to the UOA within 30 days. If no

response is provided within such time, the UOA's updated TDM Strategic Plan and TDM Budget shall be deemed approved. Following approval of the updated TDM Strategic Plan and TDM Budget the UOA shall (1) increase the TDM Account if necessary in order to cover any proportional additional costs to implement the updated TDM Strategic Plan; (2) implement the provisions of the updated TDM Strategic Plan; and (3) conduct another trip generation analysis (pursuant to the methodology set forth in Proffer 7.g.(ii)(b)) no sooner than 6 months following the previous such analysis to determine whether the trip reduction objectives are then being met. In the event such subsequent analysis reveals that the trip reduction objectives are still not being met, then the UOA shall repeat the process above (additional adjustments to programmatic elements, additional funding and additional monitoring) until such objectives have been met for two (2) consecutive years, whereupon the UOA shall then proceed to conduct trip generation analyses at two (2) and then five (5) year intervals as described above.

j. TDM Remedy Fund and TDM Penalty Fund

- (i) TDM Remedy Fund. Concurrent with the establishment of the TDM Account, the Applicant shall establish a separate account referred to herein as the "TDM Remedy Fund". The TDM Remedy Fund shall be funded pursuant the provisions of Proffer 7.e. Prior to issuance of the 750th RUP for the Application Property, the Applicant shall contribute to the TDM Remedy Fund if and to the extent necessary for the TDM Remedy Fund to achieve a \$200,000 balance at that time. The purpose of the TDM Remedy Fund shall be to supplement the TDM Account in support of additional TDM strategies that may be determined to be necessary following any of the trip generation analyses for which insufficient funding is not immediately available via the then existing TDM Account. The TDM Remedy Fund shall be replenished as provided in Proffer 7.e. At the end of the Applicant Control Period, the Applicant (or successor developer, but not the successor UOA) shall contribute to the TDM Remedy Fund if and to the extent necessary for the TDM Remedy Fund to have a \$500,000 balance at that time. Upon such contribution, if any is required, the Applicant (or successor developer, but not the successor UOA) shall bear no further obligation under this Proffer 7.
- (ii) Start hereTDM Penalty Fund. Prior to issuance of the 1,500th RUP for the Application Property, the Applicant (or successor developer, but not the successor UOA) shall establish a one-

time corporate guarantee for the benefit of Fairfax County in the amount of \$2,000,000 (the "Corporate Guarantee"), which Corporate Guarantee shall be used, if applicable, to establish a TDM Penalty Fund. If the results of the trip generation analysis conducted following occupancy of the 750th dwelling unit reveal that the trip reduction objectives of Proffer 7.a. are not being met, then the provisions of Proffer 7.h. shall apply, but the provisions of this Proffer 7.j.(ii) shall not apply. If the results of any trip generation analysis conducted following occupancy of the 1,500th dwelling unit and during the Applicant Control Period reveal that the trip reduction objectives of Proffer 7.a. are not being met, then the provisions of Proffer 7.h. shall apply and, in addition, the Corporate Guarantee shall be drawn upon to fund the TDM Penalty Fund in an amount determined as follows:

- Following the trip reduction analysis conducted upon occupancy of the 1,500th dwelling unit:
 - Residential:
 - If 30% "during construction" trip reduction objective is met or exceeded, then no penalty is owed;
 - If trip reduction is equal to or greater than 28% but is less than 30%, then \$2,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee;
 - If trip reduction is greater than or equal to 25% but less than 28%, then \$3,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee;
 - If trip reduction is less than 25% then \$130,000 is paid to the TDM Penalty Fund from the Corporate Guarantee.
 - Office :
 - If 20% "during construction" trip reduction objective is met or exceeded, then no penalty is owed;
 - If trip reduction is greater than or equal to 18% but is less than 20%, then \$2,000 per trip for each trip by which the trip reduction objective is

- not met is paid to the TDM Penalty Fund from the Corporate Guarantee;
 - If trip reduction is greater than or equal to 15% but is less than 18%, then \$3,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee;
 - If blended trip reduction is less than 15%, then \$70,000 is paid to the TDM Penalty Fund from the Corporate Guarantee.
- Following trip generation analyses conducted upon “stabilization” and subsequently:
 - Residential:
 - If 47% residential trip reduction objective is met or exceeded, then no penalty is owed. In such event, \$480,000 of the Corporate Guarantee shall be released/returned to the Applicant;
 - If residential trip reduction is greater than or equal to 45% but is less than 47%, then \$2,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee, and the balance in the TDM Penalty Fund shall be carried forward;
 - If residential trip reduction is greater than or equal to 42% but less than 45%, then \$3,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee, and the balance in the TDM Penalty Fund shall be carried forward;
 - If residential trip reduction is less than 42%, then \$480,000 is paid to the TDM Penalty Fund from the Corporate Guarantee.
 - Office:
 - If 25% office trip reduction objective is met or exceeded, then no penalty is owed. In such event, \$120,000 of the Corporate Guarantee shall be released/returned to the Applicant;
 - If office trip reduction is greater than or equal to 23% but is less than 25%, then \$2,000 per trip

- for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee, and the balance in the TDM Penalty Fund shall be carried forward;
- If office trip reduction is greater than or equal to 20% but less than 23%, then \$3,000 per trip for each trip by which the trip reduction objective is not met is paid to the TDM Penalty Fund from the Corporate Guarantee, and the balance in the TDM Penalty Fund shall be carried forward;
- If office trip reduction is less than 20%, then \$120,000 is paid to the TDM Penalty Fund from the Corporate Guarantee.

Illustrative examples demonstrating possible scenarios of the application of the TDM Penalty Fund provisions are depicted on Exhibits A-2, A-3, A-4 and A-5 attached hereto. Funds drawn from the Corporate Guarantee and paid to the TDM Penalty Fund may be utilized by Fairfax County for transit or transportation related improvements in the vicinity of the Application Property. There is no requirement to replenish the Corporate Guarantee and/or the TDM Penalty Fund at any time. Any amount remaining in the Corporate Guarantee upon the close of the Applicant Control Period shall be released/returned to the Applicant.

- k. Notice to Owners. All residents, tenants, and employers of the Metro West community shall be advised of the TDM Plan. UOA/COA/HOA members will be informed of their funding obligations pursuant to the requirements of this Proffer prior to purchase of units, and the requirement for the annual contribution to the TDM Plan (as provided herein) shall be included in all initial purchase documents and within the HOA, COA and UOA documents.
- l. Enforcement. If the TC fails to timely submit a report to FCDOT as required by this Proffer, Fairfax County may thereafter issue the TC a notice stating that the TC has violated the terms of this Proffer and providing the TC sixty (60) days within which to cure such violation. If after such sixty (60) day period the TC has not submitted the delinquent report, then the Applicant/UOA as applicable shall (1) be subject to a penalty of \$200 per day payable to Fairfax County to be used for transit or transportation related improvements in the vicinity of the Application Property until such time as the report is submitted to FCDOT; and (2) permanently transfer ownership and control of the TDM Remedy Fund to Fairfax County to be used by Fairfax County to supplement the operation of the TDM Plan at the Application Property.

8. Pedestrian Improvements.

- a. Vaden Drive Extended Trail. Subject to DPWES approval, the Applicant shall construct an eight-foot wide asphalt trail along the western side of Vaden Drive Extended as shown on the CDP/FDP. Such trail shall be constructed concurrent with the construction of Vaden Drive Extended and shall be available for public use prior to the issuance of the first RUP or Non-RUP for residential and/or non-residential use on the Application Property except temporary commercial off-street parking uses, if any, to be located within the building sites of buildings 6, 7, 8, 9 and/or 10. The Applicant and its successor UOA (as defined below) shall maintain such trail.
- b. City of Fairfax Connector Trail. To facilitate interim pedestrian access through the Application Property to the Metro Station, prior to temporarily closing pedestrian access through the Application Property to allow for clearing, grading, and earth moving activities on site, the Applicant shall realign the portion of the City of Fairfax Connector Trail that currently crosses the Application Property to either the final location and configuration of such trail as shown on the CDP/FDP or to a temporary location on-site along the western boundary of the Application Property. In either event, the Applicant will ensure that there is an alternative pedestrian route to the Metro Station open, either on site or within East Blake Lane Park at all times, including during such trail realignment work. If a temporary location is provided then such temporary trail shall be constructed as an asphalt path a minimum of 8 feet in width. Concurrent with construction of Vaden Drive Extended, the Applicant shall construct a permanent realignment of the City of Fairfax Connector Trail on the Application Property in a location that will tie in with the Vaden Drive Extended Trail as shown on the CDP/FDP. Thereafter the Applicant shall if applicable remove/realign the temporary trail and restore that area of the site to a vegetated condition as shown on the CDP/FDP. The Applicant shall maintain such portion of the realigned City of Fairfax Connector Trail that extends over the Application Property until such time as the Public Site is dedicated pursuant to Proffer 25. Also, concurrent with construction of Vaden Drive Extended the Applicant shall, subject to approval by the Fairfax County Park Authority, reconstruct the City of Fairfax Connector Trail within East Blake Lane Park as shown on the CDP/FDP and provide trees along both sides of such portion of the reconstructed trail.
- c. Pedestrian Access to Metro During Build Out. Public access through the Application Property will be restricted during the initial site work on the Application Property, throughout the construction of Vaden Drive Extended and otherwise as may be required for public safety. At least

15 days prior to the Applicant closing the current public access through the Application Property to the Metro Station site (such access presently occurs over Fairlee and Maple Drives which are proposed to be vacated/abandoned), the Applicant shall provide written notice of the closing to the Providence District Supervisor's office. Also prior to the Applicant closing current public access through the Application Property, the Applicant shall provide temporary signage along the Lee Highway frontage of the Application Property directing pedestrians to the City of Fairfax Connector Trail. In addition, concurrent with construction of Vaden Drive Extended, the Applicant shall construct a temporary pedestrian route generally along the route of the "Main Street/Town Center Plaza" as shown on the CDP/FDP to connect Vaden Drive Extended to the Metro Access Road. Such temporary pedestrian route shall be located in an area that is a minimum 10 feet wide and which shall include a minimum 5 foot wide concrete and/or asphalt surface with the balance of the area planted with grass, shrubs and trees if practical as determined by the timing of build out and construction constraints as approved by Zoning Evaluation Division. Such temporary pedestrian improvements shall be available for public use upon the opening of Vaden Drive Extended to public use. Such temporary pedestrian improvements may be relocated from time to time within that general location to allow for development and construction to occur adjacent thereto.

- d. Pedestrian connection to Blake Tree Manor. Subject to the granting of necessary easements by FCPA in accordance with established FCPA practices and fee schedules, and further subject to the granting of necessary easements/permissions from the Blake Tree Manor owners association to be provided at no cost to the Applicant (except typical administrative fees and costs associated with preparation, approval and recordation of deeds, plans and plats), the Applicant shall construct pedestrian improvements through East Blake Lane Park and into the Blake Tree Manor Subdivision to connect the Blake Tree Manor Subdivision to the City of Fairfax Connector Trail. Such improvement is identified as "Proposed Sidewalk X" on Sheet 36 of the CDP/FDP. Such improvement shall include one bridge crossing of Hatmark Branch in a location and of a design as shown on the CDP/FDP as approved by DPWES and FCPA. Such bridge shall be an eight (8) foot wide standardized steel truss pre-fabricated bridge with pressure treated timber decking and appropriate hand rails. Such improvement shall also include a five foot wide asphalt path leading east from the bridge crossing to connect into the City of Fairfax Connector Trail. Such improvement shall also include a five foot wide asphalt path (without stairs) leading west from the bridge crossing, through East Blake Lane Park to the boundary of the Blake Tree Manor Subdivision. In addition, the Applicant shall extend such path

into the Blake Tree Manor Subdivision and construct stairs to connect such path into the existing pedestrian network in Blake Tree Manor. In addition the Applicant shall construct the improvements within Blake Tree Manor subdivision shown as "Proposed Sidewalks Y" on sheet 36 of the CDP/FDP. The Applicant shall submit and thereafter diligently pursue approval of a public improvement plan/site plan for such improvements, and make request for all necessary off-site easements for such improvements, prior to or concurrent with the submission of a public improvement plan/site plan for Vaden Drive Extended, provided that all necessary approvals from FCPA and the Blake Tree Manor owners association, as referenced above, have been provided by the time of submission of the public improvement plan/site plan for Vaden Drive Extended. The Applicant shall complete such work prior to the issuance of the 400th RUP for the Application Property (exclusive of dwelling units constructed within the Core Area (PRM District); provided, however, that upon demonstration that diligent efforts have been made to construct such improvements, the timing of the improvements may be delayed for good cause shown as determined by the Director, Zoning Evaluation Division. For purposes of this Proffer 8.d. "good cause" shall include, but not be limited to, delays relating to the timing of design, permitting or construction of public improvements as set forth in these Proffers and/or other unforeseen design, permitting or construction delays. The Applicant shall diligently pursue all necessary off-site easements/approvals and provide documentation to DPWES in the event such easements/approvals are not provided. If the Applicant does not receive a response to such requests of the Blake Tree Manor owners association within sixty (60) days of making them, then such requests shall be deemed to have been rejected and the Applicant shall be relieved of any further obligation to provided improvements within Blake Tree Manor pursuant to this proffer. In such event, however, the Applicant shall nevertheless remain obligated to construct the improvements referenced in this Proffer 8.d within East Blake Lane Park, subject to FCPA approvals and easements as referenced herein.

- e. Pedestrian Connection to Circle Woods and Hunters Branch. Subject to approval of necessary licenses and/or easements to be provided at no cost to the Applicant (except typical administrative fees and costs associated with preparation, approval and recordation of deeds, plans and plats), the Applicant shall provide for pedestrian access to and from the Circle Woods and Hunters Branch communities as provided herein. The Applicant shall provide openings (approximately 5 feet wide) in the barrier fences to be constructed adjacent to the Circle Woods and Hunters Branch communities to allow direct pedestrian access from those communities to the pedestrian system on the Application Property in locations as generally shown on the CDP/FDP.

There shall be no gates in the fence openings that are located between the Application Property and the Circle Woods communities.

The Applicant shall construct gates in the fence openings that are located between the Application Property and the Hunters Branch Condominium Association property, and such gates shall be provided with electronic card readers for use by Hunters Branch Condominium owners. Such gates may be removed upon the agreement of the Hunters Branch Condominium Association without requiring a PCA. The Applicant shall construct the sidewalk improvements within the Hunters Branch community shown as "Proposed Sidewalks Y and Z" on sheet 36 of the CDP/FDP concurrent with the construction of the fence. The Applicant shall construct a 5' wide asphalt path within the Circle Woods community in the general area of "Proposed Sidewalk Y" as shown on sheet 36 of the CDP/FDP (notwithstanding that the CDP/FDP calls for a 4' concrete path in such location) concurrent with construction of the fence. Such path shall intersect the existing sidewalk within Circle Woods south of the wooden bridge crossing of the drainage swale and meander eastward to the fence opening in order to avoid conflicts with trees, to the maximum extent possible, and utilities. In no event shall the Applicant be required to remove or relocate trees or utilities in order to make any such offsite sidewalk connections. Such improvements shall be subject to approval by DPWES. The Applicant shall seek all necessary off-site easements/approvals prior to submission of a site plan for the respective phase of development/construction on the Application Property adjacent to such connections and shall diligently pursue necessary off-site easements/approvals and provide documentation to DPWES in the event such easements/approvals are not provided. If the Applicant does not receive a response to such requests within sixty (60) days of making them, then such requests shall be deemed to have been rejected and the Applicant shall be relieved of any further obligation to make offsite improvements pursuant to this proffer.

- f. Internal Sidewalks. The Applicant shall construct a comprehensive sidewalk system throughout the Application Property as generally shown on the CDP/FDP. Such sidewalk system shall be constructed concurrent with the phasing of development of the Application Property. Such sidewalk system shall include sidewalk connections extending to the property line adjacent to the neighboring Circle Woods and Hunters Branch communities as shown on the CDP/FDP to allow the pedestrian openings referenced in Proffer 8.e. above to tie in to the onsite sidewalk network. All onsite sidewalks shall be maintained by the UOA as set forth in Proffer 18 below. Sidewalk improvements within existing or proposed VDOT right-of-way shall be as approved by VDOT. Prior to site plan approval for each respective

phase of development the Applicant shall grant public access easements over the private sidewalks located within such phase.

- g. Crosswalks. Concurrent with construction of Vaden Drive Extended, the Applicant shall install crosswalks across Vaden Drive Extended, including a raised crosswalk (or speed table) at the Main Street/Vaden Drive Extended intersection, in locations as generally shown on the CDP/FDP and as may be approved by DPWES and/or VDOT. Concurrent with each respective phase of development/construction of the Application Property, the Applicant shall install painted and/or paver crosswalks within the internal private street network on the Application Property as generally shown on the CDP/FDP and as subject to approval by DPWES and/or VDOT. The Applicant shall provide for illumination at all intersections through the use of ornamental lighting and, at the Vaden Drive Extended/Main Street and Main Street/Saintsbury Drive intersections, through the use of embedded ground level pedestrian lighting as shown on the CDP/FDP.
- h. Lee Highway Sidewalk. Concurrent with construction of Vaden Drive Extended, the Applicant shall construct a 5-foot wide concrete sidewalk across the Application Property's Lee Highway frontage to connect to the existing 4-foot sidewalk to the east and west.

9. Open Space and Landscaping.

- a. As depicted on the CDP/FDP the entirety of the Application Property shall provide a minimum of 35% overall open space. Such open space shall be allocated among each of the respective zoning districts as shown on the CDP/FDP such that the minimum open space requirements of each of the respective zoning districts is provided, as shown on the CDP/FDP. Development/implementation of the open space areas and improvements may occur in phases, concurrent with the phasing of development/construction of the Application Property. As such, the total area of open space provided at any given phase of development shall not be required to be equivalent to the 35% overall open space specified herein; provided, however, that the open space provided at any given phase of development shall satisfy the minimum amount required by the respective zoning district(s) in which such phase is located.
- b. Site plans (and subsequent revisions as may be applicable and relevant to landscaping) submitted for the respective phases of development shall include a landscape plan showing the open space improvements, streetscape and landscaping appurtenant to that respective phase of development as generally shown on the CDP/FDP. Specifically, the plaza area located between buildings 6 and 10 as shown on the CDP/FDP shall be constructed concurrent

with the second of buildings 6 or 10 to be constructed and shall be completed prior to the issuance of the first RUP for such building. The plaza/boulevard area located between buildings 7 and 8 as shown on the CDP/FDP shall be constructed concurrent with the first of buildings 7 or 8 to be constructed and shall be completed prior to the issuance of the first RUP or Non-RUP for such building.

- c. Native trees that are conducive to air quality enhancement shall be used within the streetscape and open space areas as determined appropriate by Urban Forest Management.
- d. Landscaping shown on the CDP/FDP may be modified, if in substantial conformance with that shown on the CDP/FDP and as approved by the Zoning Administrator and Urban Forest Management, to allow for final engineering considerations such as final utility locations, low impact development facilities, sight distance requirements and the like. The Applicant shall coordinate the location of any utilities within open space areas to allow sufficient planting depth for trees and other landscaping as shown on the CDP/FDP. As a priority, where reasonably feasible the Applicant shall install water, sanitary sewer and storm sewer utility lines within the street network to avoid conflicts with open space areas and streetscape elements shown on the CDP/FDP. In addition, the Applicant shall coordinate with private utility companies (gas, power, telephone, cable etc.) to co-locate utilities where reasonably feasible.
- e. As shown on the CDP/FDP, landscaping within the buffer between Buildings 11, 12, and 13 and the shared property line with the Hunter's Branch Condominium Association ("HBCA") Property shall include a combination of evergreen (including American Holly, Spruce, Cypress, Fir, and Pine) and hardwood trees, all at least 10 feet in height at the time of planting, and hardwoods a minimum of 2" – 2 ½" caliper at the time of planting, arranged to provide a visual buffer between the Application Property and the HBCA property.
- f. The Applicant shall grant public pedestrian access easements over the open space areas identified on the CDP/FDP as Detail Areas #3, #4, #11, #12, #13, #14 and #15 with the following limitations: (1) swimming pools and associated areas located within Detail Area #11 shall not be open for access to the general public; and (2) such right of public access within Detail Areas #3, #4, #11, #12, #13 and #15 shall be subject to the right of the Applicant and the successor UOA and/or HOA/COAs as applicable to establish reasonable rules and regulations pertaining to hours of public access, maintenance, repairs and the like; provided, however, that hours for such public access shall be at a minimum 8 a.m. to the earlier of dusk or 9 p.m. on weekdays and 10 a.m. to the earlier of dusk or 9 p.m. on weekends and holidays. Public

access shall be open at all times to Detail Area #14 subject to necessary maintenance and repairs.

10. Recreation Facilities.

- a. Bicycle racks. The Applicant shall provide secure bicycle storage in locations convenient to the office, multi-family residential and retail uses on the following basis, at a minimum:
 - (i) One bicycle parking space for every 7,500 square feet or portion thereof of office GFA and one additional bicycle space for every 20,000 square feet, or portion thereof, of office GFA in each of Buildings 8 and 9. In addition, one shower per gender shall be installed for every 50,000 square feet of office GFA, up to a maximum of three showers per gender in each of Buildings 8 and 9;
 - (ii) One bicycle parking space for every 10 multi-family residential units (exclusive of two-over-two multi-family units), or portion thereof, and one bicycle space for every 50 multi-family residential units (exclusive of two-over-two multi-family units), or portion thereof;
 - (iii) Two (2) retail bicycle parking spaces for every 10,000 square feet or portion thereof of Type 1 and Type 2 Non-Residential GFA initially constructed as provided in Proffer 5.c.(iii).
 - (iv) Bicycle parking facilities for multi-family and office users as required herein shall be located within a structure. Retail bicycle parking spaces shall be installed at exterior locations that are visible from the retail uses and do not block sidewalks.
- b. The Applicant shall comply with Paragraph 2 of Section 6-409 of the Zoning Ordinance regarding developed recreational facilities for the residential uses. The Applicant proffers that the minimum expenditure for the recreational facilities shall be \$955.00 per residential dwelling unit exclusive of affordable dwelling units. The Applicant agrees that the \$955.00 attributed to each unit shall be utilized toward only those developed recreational facilities to which the residents of such unit shall have access as provided in Proffer 10.d. below. The Applicant shall receive credit against the Zoning Ordinance minimum expenditure requirement for the cost of recreational facilities to include, but not to be limited to the cost of improvements for swimming pools (indoor and outdoor), sundecks, outdoor seating areas, pedestrian trails (except those shown on the Comprehensive Plan), plazas, indoor recreational facilities, such as weight training equipment, fitness, billiard rooms, card and game rooms, and indoor multi-purpose courts.

The "fitness station" shown in Detail Area # 6 shall be as approved by FCPA.

- c. Recreational facilities shall be developed/constructed in phases concurrent with the phasing of development of the Application Property and subject to the requirements of Section 16-404 of the Zoning Ordinance.
- d. The Applicant reserves the right to restrict access to the various recreational facilities developed on the Application Property to the residents/owners within specific phases of the project and/or within the specific buildings, subject to the public access requirements as set forth in Proffer 9.f. above. At a minimum all residents of single-family attached dwelling units, multi-family two-over-two units, and units within Buildings 11, 12, 13, 14, 15, 16, 17, 19 and 20 shall have the right to use the developed recreational facilities within Buildings 14, 15, 16, 17 and Detail Area #11 as depicted on the CDP/FDP; residents within Buildings 2, 3, 4, and 5 shall have the right to use to the developed recreational facilities within those Buildings and Detail Area #5 as depicted on the CDP/FDP; residents within Buildings 6, 7, 10 and 18 shall have the right to use the developed recreational facilities within their respective buildings. Each of Buildings 6, 7, 10 and 18 shall include a minimum 1,250 square feet of space for residents of those Buildings to hold HOA or other community meetings.

11. Circle Woods Buffer

- a. Concurrent with construction of Vaden Drive Extended, the Applicant shall construct improvements in the buffer area between the peripheral, north/south property line shared with the Circle Woods communities and Vaden Drive Extended as shown on the CDP/FDP. As shown on the CDP/FDP such buffer shall consist of undisturbed vegetation and a landscaped area and shall be improved with the Vaden Drive Extended Trail and a seven (7) foot high, tongue and groove fence with eight (8) foot high brick piers located approximately 20 feet on center with no gaps or openings other than to allow for, as necessary, utility connections, drainage, and a pedestrian connection. Such barrier fence shall be located on the Application Property adjacent to the shared property line and shall also extend on the Application Property adjacent to the shared east/west property line shared with the Circle Woods communities to the extent shown on the CDP/FDP. Such fence shall be maintained by the Applicant/UOA. Subject to all necessary approvals from the Circle Woods communities, the Applicant shall remove the existing fence located within the Circle Woods communities that runs parallel to the peripheral property lines shared with the Application Property. If the Applicant does not receive a response to such requests for approvals

within sixty (60) days of making them, then such requests shall be deemed to have been rejected and the Applicant shall be relieved of any further obligation to remove the existing fence. At least 15 days prior to submission of a landscape plan for such buffer area, the Applicant shall schedule a meeting inviting representatives of the Circle Woods Communities to attend and comment on the landscape plan and provide suggestions concerning plant types and locations, and the Applicant shall take any such comments and suggestions into consideration prior to submission such landscape plan.

12. Hunters Branch Condominium Buffer.

- a. Prior to issuance of the first RUP or Non-RUP for the Application Property (except commercial off street parking, if any), the Applicant shall regrade the western portion of the Hunters Branch Condominium Association ("HBCA") property in order to tie the Application Property in to the HBCA property as shown on the CDP/FDP, subject to necessary approvals from Fairfax County and easements to be provided at no cost to the Applicant (except for the preparation and recordation of the deed and plat, the cost of which the Applicant shall bear). The Applicant shall diligently pursue all necessary off-site easements/approvals and provide documentation to DPWES in the event such easements/approvals are not provided. If the Applicant does not receive a response to such requests within sixty (60) days of making them, then such requests shall be deemed to have been rejected, and the Applicant shall be relieved of any further obligation pursuant to this proffer. Following such grading activities, the Applicant shall construct a six-foot high wooden fence with brick piers approximately 20-feet on center along such shared property line. Such fence shall not include any gaps or openings other than to allow for, as necessary, utility connections and drainage and pedestrian connection(s) as shown on the CDP/FDP and as approved by DPWES. The Applicant and its successor UOA and/or HOA/COA (as defined below) shall be responsible for maintaining such fence.
- b. Prior to issuance of the first RUP or Non-RUP for the Application Property (except commercial off-street parking, if any), the Applicant shall re-landscape the portion of the HBCA property that is disturbed as a result of the grading activities referenced in Proffer 12.a. above as shown on the CDP/FDP. In connection with such re-landscaping, the Applicant shall install an outdoor, below grade, electronically controlled sprinkler system on the HBCA property to serve the HBCA landscaping located between the common property line and the HBCA parking area. In connection with such re-landscaping activities, the Applicant shall remove the existing wooden fence located approximately 15 feet from the shared property line within the HBCA

property. The obligation of the Applicant to remove such fence shall be subject to necessary approvals by Fairfax County and HBCA. The Applicant will take responsibility for and in coordination with HBCA diligently pursue necessary approvals, if any, to allow for removal of the fence. In addition, the Applicant will make reasonable efforts to reduce the width of the existing sanitary sewer easement which runs along the western boundary of the HBCA property to allow greater area for supplemental planting, subject to the cooperation of the HBCA with respect to the vacation of the existing sanitary sewer easement and the rededication of a new sanitary sewer easement. As an alternative to such re-landscaping and the installation of an outdoor sprinkler system on the HBCA property, the Applicant, by mutual agreement with the HBCA, may pay the HBCA, prior to issuance of the initial RUP or Non-RUP for the Application Property, the reasonable cost of those anticipated improvements in a lump sum contribution in order to allow the HBCA to contract for the work on its own. Notwithstanding the introductory phrase of this Proffer 12.b. it shall be understood that the Applicant shall not be required to have completed the removal of the existing fence or the adjustment to the existing sanitary sewer easement as a condition precedent to issuance of the first RUP or Non-RUP for the project; but that such activities shall be completed, if so approved, prior to the final bond release for the site plan that includes the last of buildings 11, 12 and 13. In any event the Applicant shall diligently pursue approvals to remove the fence and adjust the sanitary sewer easement as provided herein and shall demonstrate such efforts to DPWES if requested.

- c. Prior to the grading activities over the common property line as discussed in Proffer 12.a. above, the Applicant shall undertake a tree survey and condition analysis of all trees greater than 10 inches in caliper located on the HBCA property within the area anticipated to be re-graded, and in connection with representatives from HBCA, the Applicant shall evaluate opportunities where it will be reasonably practical to modify the grading plan to save certain trees and/or to transplant certain trees from the area to be re-graded to other locations on the HBCA property. If it is determined by the Applicant and HBCA that it is reasonably practical to so modify the grading plan and/or to transplant certain trees, then the Applicant shall so modify the grading plan and/or transplant such trees prior to commencing the grading activities referenced above.
- d. Regent's Park. As shown on the sheet 19 of the CDP/FDP, a minimum ten (10) foot buffer area/utility easement will be provided within common area (not on individual lots) adjacent to the eastern boundary of the Application Property in the area behind and adjacent to the single family attached dwelling unit lots. In addition, such single

family attached dwelling units in such area shall have a minimum 15 foot rear yard as shown on the CDP/FDP. A privacy fence shall be constructed along the rear yard line of the single family attached dwelling units in such area. Subject to approval of necessary easements/permissions from the adjacent owner to the east and any necessary approvals from Fairfax County, the Applicant shall replace the existing fence located off site to the east of the Application Property in the area behind the single family attached dwelling units with a new decorative fence and supplemental landscaping. The Applicant shall diligently pursue all necessary off-site easements/approvals and provide documentation to DPWES in the event such easements/approvals are not provided. If the Applicant does not receive a response to such requests within sixty (60) days of making them, then such requests shall be deemed to have been rejected and the Applicant shall be relieved of any further obligation pursuant to this proffer.

13. Parking

- a. Parking spaces shall be provided in accordance with the parking ratios as shown on Sheet 3 of the CDP/FDP for each respective phase of development/construction of the Application Property. The Applicant reserves the right to utilize on-street parking on the private streets in the development to meet the parking requirements so long as such spaces are striped and meet the dimension requirements of the PFM. The Applicant reserves the right to utilize surface parking spaces in one zoning district on the Application Property to meet parking requirements in another zoning district on the Application Property. The number of parking spaces represented on the CDP/FDP is based on preliminary estimates of the proposed mix of uses, unit count and unit type. The final number of parking spaces shall be determined at the time of each site plan approval. The Applicant reserves the right to provide parking in excess of the minimum requirements as shown on the CDP/FDP; provided, however, that parking for the multi-family residential and office uses shall not exceed a ratio that is 10% higher than the minimum requirements for such uses as shown on the CDP/FDP, unless the Applicant demonstrates to the satisfaction of DPWES that additional parking is necessary to meet anticipated demand for office uses. Such maximum parking ratios, however, shall not include any parking spaces allocated to support TDM programs such as car sharing, car/van pool and fleet vehicles, shuttle buses/vans and the like. During build-out of the single-family attached dwelling unit phases, the Applicant reserves the right to provide interim surface parking as visitor spaces or as second spaces for 16 foot wide townhouses (in accordance with Zoning Ordinance requirements for dimensions, striping, landscaping, etc.) on portions of the Application

Property to be developed in a subsequent phase(s) to the extent necessary to meet, but not exceed, the parking requirements for the single family attached phase(s) of construction. The Applicant reserves the right to provide parking for multi-family units in parking structures connected to other, adjacent multi-family buildings so long as the minimum total parking supply is met at all times and so long as the number of above grade parking levels does not increase beyond those depicted on the CDP/FDP. The Applicant reserves the right to construct parking in phases and to construct parking in advance of the use for which such parking will ultimately be provided, such that the limitations on the maximum number of parking spaces as set forth in this proffer may be exceeded during construction, so long as the minimum parking requirements are met. The Applicant reserves the right to relocate above grade parking shown on the CDP/FDP for Buildings 6, 7, 8, 9 and/or 10 to a subsurface location beneath those buildings; provided, however, that the building height and footprint, outdoor rooftop amenities and ground floor configuration of such building(s) remain in substantial conformance with those as shown on the CDP/FDP.

- b. Notwithstanding Proffer 13.a. above, the Applicant reserves the right to request a parking reduction or shared parking agreement pursuant to Article 11 of the Zoning Ordinance for a multi-family (except two-over-two multi-family units) or non-residential use. Any modification of the required parking as approved by such parking reduction or agreement may be accommodated without requiring a PCA or FDPA provided that the layout of the parking remains in substantial conformance with that depicted on the CDP/FDP. Notwithstanding the above, the Applicant shall not request a parking reduction for the single-family attached units.

c. Visitor Parking.

- (i) A minimum of 0.3 parking spaces per single family attached unit (of the total 2.3 parking spaces required per single family attached unit) shall be located in common areas (i.e. street parking and/or surface lots) on the respective phases of the Application Property. Such spaces shall be available for general parking and shall not be assigned or allocated for use by individual dwelling units. In addition, homeowners/condominium owners' association documents shall provide that residents shall not park in visitor spaces and shall provide for enforcement action by the HOA/COA in the event of violation.
- (ii) A minimum of 0.05 parking spaces per multi-family unit (of the total provided) shall be labeled as visitor parking and located in

areas convenient to the respective multi-family buildings (i.e. on street parking or within areas of parking garages that are accessible and not assigned). Such spaces shall be available for general parking and shall not be assigned or allocated for use by individual dwelling units. In addition, homeowners/condominium owners' association documents shall provide that residents shall not park in visitor spaces and shall provide for enforcement action by the HOA/COA in the event of violation.

- d. Drop-off Areas. At the time of site plan submission for each of Buildings 6, 7, 8, 9, 10, 16, 17 and 18, the Applicant shall designate at least two on-street parking spaces proximate to such building to be made available for short-term (15 minutes or less) delivery and drop-off use for car pools, van pools, shared car services, delivery services and the like. Conceptual locations for such spaces are shown on the CDP/FDP, and such locations may be modified at the time of final site plan subject to approval by FCDOT. Similarly, the Applicant shall so designate at least two such spaces for such use in connection with each of the following groups of buildings: (i) Buildings 11, 12 and 13; (ii) Buildings 14 and 15; (iii) Buildings 2, 3, 4 and 5; and (iv) Buildings 19 and 20.
- e. Single Family Attached Dwellings/Garage Conversion.
 - (i) Any conversion or use of garages for the single family attached dwellings that will preclude the parking of vehicles within the garage is prohibited.
 - (ii) A covenant setting forth this restriction shall be disclosed in the UOA and HOA/COA documents and recorded among the land records of Fairfax County in a form approved by the County Attorney prior to the sale of any lots and shall run to the benefit of the UOA and the Board of Supervisors.
 - (iii) Prospective purchasers shall be advised in writing of this use restriction prior to entering a contract of sale and in the HOA documents.
- f. Commercial Off-Street Parking. Subject to the terms of its special exception approval (which is scheduled to expire on November 19, 2006), the existing surface parking lot located on parts of Tax Map Parcels 48-1((1)) 91 and 91A shall remain open and in operation to provide parking for Metro riders, subject to WMATA's continuing operation of such lot, until such time as the Applicant provides 60-day written notice to Fairfax County DOT and the Providence District Supervisor of the start of such development activities on the

Application Property (i.e. clearing and rough grading) that shall necessitate the closure of such parking lot. If requested by Fairfax DOT, the Applicant shall cooperate with Fairfax DOT to reduce the number of parking spaces available for use on such lot gradually over time until such time as the Applicant provides notice as provided herein.

14. Stormwater Management

- a. The Applicant shall provide for stormwater detention ("SWM") and Best Management Practices ("BMP") according to the criteria contained in this Proffer 14 provided that such criteria are approved by DPWES to meet the applicable provisions for SWM, BMP and adequate outfall. In the event that such criteria are not so approved by DPWES, then the Applicant reserves the right to provide alternative criteria to that contained in this Proffer 14 to meet the applicable provisions for SWM, BMP and adequate outfall for the Application Property as may be approved by DPWES. There shall be no increase in the limits of clearing and grading in East Blake Lane Park from that shown on the CDP/FDP. If it is determined that adequate outfall cannot be provided within the proffered limits of clearing and grading, a PCA shall be required.
 - (i) Detention Criteria. In addition to providing detention for the entirety of the Application Property, the Applicant shall provide detention according to the criteria set forth below for approximately 11.8 acres of land owned by WMATA located adjacent to the north of the Application Property, which drains on to the northwest drainage area on the Application Property as well as for approximately 1.32 acres of land owned by WMATA located adjacent to the north of the Application Property, which drains on to the northeast drainage area on the Application Property, and for which no detention currently exists for either area.
 - (a) Detain the water quality volume and release it over 48 hours;
 - (b) Detain and release over a 24-hour period the expected rainfall resulting from the one year, 24-hour storm in each of the three drainage areas of the Application Property, and including the water from the WMATA property referenced in this Proffer 14.a.(i);
 - (c) Reduce the allowable peak flow rate resulting from the 1.5, two (2), and ten (10) year, 24-hour storms to a level that is less than or equal to the peak flow rate from the

site assuming it was in a good forested condition, achieved through multiplication of the forested peak flow rate by a reduction factor that is equal to the runoff volume from the site when it was in a good forested condition divided by the runoff volume from the site in its proposed condition.

- (d) The northeast drainage area of the Application Property shall provide for a peak flow rate reduction in the 100-year 24-hour design storm event that is equal to or less than the peak flow rate from the site in its existing (before re-development) condition;
- (e) The storage volume(s) needed to meet the above criteria may be provided in the underground storage vaults and within the LID measures (described below) as shown on the CDP/FDP.

(ii) Low Impact Development Measures.

- (a) In addition to the detention criteria referenced above, Low Impact Development ("LID") measures shall be provided as a Demonstration Project as shown on the CDP/FDP to provide flow rate and volume reductions in addition to those accomplished by the conventional, underground storage vaults. Such LID measures shall include the following:

1. Bioretention Basins (i.e. rain gardens);
2. Permeable pavers;
3. Intensive Vegetative Roofs;
4. Extensive Vegetative Roofs; and
5. Vegetative tree box filters.

- (ii) Best Management Practices. BMP shall be provided, as required by the PFM, for the first 0.5" of stormwater falling on the impervious areas within the Application Property (i.e. BMP shall not be provided for stormwater falling on the WMATA site).

(iv) Maintenance.

The Applicant shall enter into a private Stormwater Maintenance Agreement(s) with Fairfax County for all of the SWM/BMP/LID facilities prior to site plan approval for the respective phase of development that implements such facilities. Such Stormwater

Maintenance Agreement(s) shall be subject to the Waiver #8625-WPFM-001-1 Conditions dated December 5, 2005 as approved by the Board of Supervisors. The Applicant, and subsequently the Umbrella Owners Association (UOA) as defined in Proffer 18, shall maintain all SWM/BMP/LID facilities pursuant to such Stormwater Maintenance Agreement(s).

(v) Monitoring.

- (a) The Applicant agrees to monitor the SWM/BMP/LID facilities pursuant to Flow Monitoring Program attached hereto as Exhibit C. The specifications of the Flow Monitoring Program may be amended from time to time subject to approval by DPWES and without requiring a PCA; provided, however, that the following parameters are maintained:

- (A) Monitoring shall occur in the northwest drainage area of the site at three locations as specified in the Flow Monitoring Program;
- (B) Monitoring shall begin following stabilization of the areas draining to the monitoring sites. For purposes of this Proffer 14.a.(v)(a)(B), stabilization shall be deemed to occur one year following issuance of the first RUP for the last building to be constructed in the area that drains to the monitoring sites; and
- (C) At a minimum, monitoring shall continue for three years from the date of stabilization and data from such monitoring shall be collected annually and compiled in a report to DPWES.
- (D) The monitoring obligations of this proffer shall remain the obligation of the Applicant (or its successor developer) and shall not be passed on to the UOA or any HOA or COA as defined in Proffer 18 below, and final project bond release shall not occur until after the final monitoring report is submitted to DPWES.

15. Noise Attenuation

- a. Miller, Beam and Paganelli, Inc. has prepared a Noise Impact Analysis dated December 14, 2005, which evaluates noise impacts associated with I-66 on the Application Property. Based on the findings of such Analysis, the Applicant shall provide the following noise attenuation measures:
 - (i) In order to mitigate noise from I-66 the Applicant shall construct a noise attenuation wall/barrier designed as part of the bus shelter/canopy to be located on the Vienna-Fairfax-GMU Metro Station site concurrent with construction of the Metro Station improvements referenced in Proffer 6.a.(xii). The maximum height of such barrier shall be 30 feet, and the minimum height shall be 20 feet. In the event that such wall/barrier is to be constructed to height that is less than 30 feet, then the Applicant shall either (1) adjust the use of the top floors of Building # 7 such that no space in Building # 7 that shall be occupied as a residential unit shall be located in an area impacted by noise from I-66 at a level of 75 dBA Ldn or greater at floor level. [For example, space within such impact area may be used for uses ancillary to the primary multiple family residential use of that building (i.e. common recreation space, meeting rooms, etc.) or, as a secondary preference such space may be occupied by "apartment hotel" units with a maximum lease term of 30 days]; or (2) step back the top floors of Building # 7 such that no space in Building # 7 that shall be occupied as a residential unit shall be located in an area impacted by noise from I-66 at a level of 75 dBA Ldn or greater at floor level. In such event, the Applicant shall demonstrate its selection to DPZ. In the event the Applicant proposes to occupy space within an impact area of 75 dBA Ldn or greater with "apartment hotel" units, the Applicant shall submit a noise analysis to be approved by DPZ demonstrating the measures that will be taken so that the interior noise levels within such units will be mitigated to a noise level of no more than 45 dBA Ldn.
 - (ii) In the event that the Fairfax County Policy Plan is amended to eliminate the prohibition on residential use in areas impacted by highway noise at a level exceeding 75 dBA Ldn, the prohibitions of this proffer to residential uses within such areas shall no longer be applicable.
 - (iii) In order to reduce interior noise to a level of no more than 45 dBA Ldn, for units that are demonstrated by a refined acoustical analysis to be impacted by highway noise from I-66

having levels projected to be greater than 70 dBA Ldn (but not more than 75 dBA Ldn), these units shall be constructed with the following acoustical measures:

- Exterior walls shall have a laboratory sound transmission class (STC) rating of at least 45.
- Doors and glazing shall have a laboratory STC rating of at least 37 unless glazing constitutes more than 20% of any façade exposed to noise levels of Ldn 70 dBA or above.
- If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 45.
- All surfaces shall be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.

(iv) In order to reduce interior noise to a level of no more than 45 dBA Ldn for units that are demonstrated by a refined acoustical analysis to be impacted by highway noise from I-66 having levels projected to be between 65 and 70 dBA Ldn, these units shall be constructed with the following acoustical measures:

- Exterior walls should have a laboratory sound transmission class (STC) rating of at least 39.
- Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of Ldn 65 dBA or above.
- If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 39.
- All surfaces should be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.

(v) The Applicant shall submit a refined acoustical analysis prior to the submission of building plans for Building #6, 7 and/or 10 in order to determine the affected units, provide alternative interior noise attenuation measures to those set forth in Proffer 15.a.(iv) and 15.a.(v) or to evaluate the noise impact from I-66 on such buildings given the actual height of the wall/barrier referenced in Proffer 15.a.(i) above.. Such analysis shall be

submitted to and approved by DPZ and shall be based on the methodology contained in the Miller, Beam and Paganelli analysis. Any changes to Building #6, 7 and/or 10 premised on the conclusions of such a refined acoustical analysis shall be in substantial conformance with the CDP/FDP and these proffers as determined by the Zoning Administrator.

- (vi) In order to reduce exterior noise to a level that is no more than 65 dBA Ldn for the active recreation areas of the elevated plaza associated with Building # 7, such plaza shall be shielded from noise impacts from I-66 by the construction of a parapet wall extending upward a minimum of three (3) feet from the plaza's floor level on the building's northern façade.
- (vii) Building plans for each of buildings 6, 7 and 10 shall depict the final noise contours and all locations on the respective buildings/units, if any, that are subject to noise mitigation as provided herein.

b. Polysonics, Inc. has prepared a Traffic Noise Analysis dated September 29, 2005 which evaluates noise impacts associated with Vaden Drive Extended and Route 29 on the Application Property. Based on the findings of that report, the Applicant shall provide the following noise attenuation measures:

- (i) In order to reduce interior noise to a level of no more than 45 dBA Ldn for the single family attached units that are demonstrated by a refined acoustical analysis to be impacted by roadway noise from Route 29 having levels projected to be between 65 and 70 dBA Ldn, these units shall be constructed with the following acoustical measures:
 - Exterior walls should have a laboratory sound transmission class (STC) rating of at least 39.
 - Doors and glazing shall have a laboratory STC rating of at least 28 unless glazing constitutes more than 20% of any façade exposed to noise levels of Ldn 65 dBA or above.
 - If glazing constitutes more than 20% of an exposed façade, then the glazing shall have a STC rating of at least 39.
 - All surfaces should be sealed and caulked in accordance with methods approved by the American Society for Testing and Materials (ASTM) to minimize sound transmission.

- (ii) In order to reduce exterior noise to a level that is no more than 65 dBA Ldn for the outdoor recreation area that is projected to be impacted by roadway noise from Route 29, the Applicant shall construct a noise attenuation wall as a design feature of the community in a location as shown on the CDP/FDP. Such wall shall be a maximum height of six (6) feet and shall be located on a berm of approximately 2-3 feet as determined by final grading.
- (iii) The Applicant shall submit a refined acoustical analysis prior to the submission of a site plan that includes the noise impacted residential units and/or recreation area in order to provide alternative noise attenuation measures to those set forth in Proffer 15.b.(i) and 15.b.(ii). Such analysis shall be submitted to and approved by DPZ and shall be based on the methodology contained in the Polysonics analysis.
- (iv) Building and site plans for each unit that is subject to noise mitigation as provided herein shall depict the final noise contours.

16. Tree Preservation Plan

- a. The Applicant shall submit a tree preservation plan as part of the public improvement plan/site plan submission(s) for Vaden Drive Extended and for the Public Building and Public Site (as described in Proffer 25 below). The tree preservation plan shall be prepared by a professional with experience in the preparation of tree preservation plans, such as a certified arborist or landscape architect, and shall be subject to the review and approval of Urban Forest Management ("UFM"). The Applicant shall provide a copy of the Tree Preservation Plan to FCPA for review and comment, upon submission of such plan to DPWES. The tree preservation plan shall consist of a tree survey that includes the location, species, size, crown spread and condition rating percentage of all trees 6 inches in diameter and greater, located on the Application Property or within East Blake Lane Park, that are located up to 25 feet to either side of the limits of clearing and grading shown on the CDP/FDP for the areas adjacent to East Blake Lane Park, the area adjacent to the "tree save" area within the Public Site and the area adjacent to the eastern boundary of the Circle Woods communities. At a minimum, the tree preservation plan shall provide for the preservation of those areas shown for tree preservation on the CDP/FDP. The condition analysis ratings shall be prepared using methods outlined in the latest edition of the Guide for Plant Appraisal published by the International Society of Arboriculture. Specific tree preservation activities that will maximize the survivability of any tree identified to be preserved, such as: crown pruning, root pruning,

mulching, fertilization, and others as necessary, shall be included in the plan.

- b. All tree preservation-related work occurring in or adjacent to tree preservation areas shall be accomplished in a manner that minimizes damage to vegetation to be preserved, including any woody, herbaceous or vine plant species that occurs in the lower canopy environment, and to the existing top soil and leaf litter layers that provide nourishment and protection to that vegetation. Removal of any vegetation, if any, or soil disturbance in tree preservation areas, including the removal of plant species that may be perceived as noxious or invasive, such as poison ivy, greenbrier, multi-floral rose, etc. shall be subject to the review and approval of UFM. The use of equipment in tree preservation areas will be limited to hand-operated equipment such as chainsaw, wheel barrows, rake and shovels. Any work that requires the use of equipment, such as skid loaders, tractors, trucks, stump-grinders, etc., or any accessory or attachment connected to this type of equipment shall not occur unless pre-approved by UFM.
- c. The Applicant shall retain the services of a certified arborist or landscape architect, and shall have the limits of clearing and grading in the areas of tree preservation marked with a continuous line of flagging prior to the walk-through meeting with the UFM to be held prior to any clearing and grading. During the tree preservation walk-through meeting, the Applicant's certified arborist or landscape architect shall walk such limits of clearing and grading with an UFM representative to determine where adjustments to the clearing limits can be made to increase the area of tree preservation and/or to increase the survivability of trees at the edge of the limits of clearing and grading, and such adjustment shall be implemented; provided, however, that no adjustment shall be required that would affect the location and/or design of Vaden Drive Extended, including a requirement for additional retaining walls in excess of two feet in height. Trees within the preservation areas that are identified specifically by UFM in writing as dead or dying may be removed as part of the clearing operation. Any tree that is so designated shall be removed using a chain saw and such removal shall be accomplished in a manner that avoids damage to surrounding trees and associated understory vegetation. If a stump must be removed, this shall be done using a stump-grinding machine in a manner causing as little disturbance as possible to adjacent trees and associated understory vegetation and soil conditions. The Applicant shall notify the Providence District Supervisor ten (10) days in advance of the tree preservation walk through meeting. At the discretion and direction of the Providence District Supervisor, the adjacent and abutting property

owners shall be notified by United States Mail no later than five (5) days in advance of the walk-through meeting and invited to the meeting to discuss the limits of clearing and grading.

- d. The Applicant shall conform strictly to the limits of clearing and grading as shown on the CDP/FDP, subject to allowances specified in these proffered conditions and for the installation of fences, utilities and/or trails as determined necessary by the Director of DPWES. If it is determined necessary to install fences, utilities and/or trails in areas protected by the limits of clearing and grading as shown on the CDP/FDP, they shall be located in the least disruptive manner necessary as determined by UFM. A replanting plan shall be developed and implemented, subject to approval by UFM for any areas protected by the limits of clearing and grading that must be disturbed for such trails or utilities
- e. All trees shown to be preserved on the tree preservation plan shall be protected by tree protection fence. Tree protection fencing in the form of four (4) foot high, fourteen (14) gauge welded wire attached to six (6) foot steel posts driven eighteen (18) inches into the ground and placed no further than ten (10) feet apart or, super silt fence to the extent that required trenching for super silt fence does not sever or wound compression roots which can lead to structural failure and/or uprooting of trees, shall be erected at the limits of clearing and grading adjacent to the tree preservation areas as shown on the phase I & II erosion and sediment control sheets, as may be modified by Proffer 16.f. below. All tree protection fencing shall be installed after the tree preservation walk-through meeting described in Proffer 16.c. above but prior to any clearing and grading activities. The installation of all tree protection fencing shall be performed under the supervision of a certified arborist and UFM, and accomplished in a manner that does not harm existing vegetation that is to be preserved. At least ten (10) days prior to the commencement of any clearing or grading activities adjacent to the tree preservation areas, but subsequent to the installation of the tree protection devices, the UFM, DPWES and the Providence District Supervisor shall be notified and given the opportunity to inspect the site to ensure that all tree protection devices have been correctly installed. If it is determined that the fencing has not been installed correctly, no grading or construction activities shall occur until the fencing is installed correctly, as determined by UFM. At the discretion and direction of the Providence District Supervisor, the adjacent and abutting property owners shall be notified by United States Mail no later than five (5) days prior to the commencement of any clearing or grading activities adjacent to the tree preservation areas and invited to a meeting with the Providence District Supervisor

to inspect the site to ensure that all tree protection devices have been correctly installed.

- f. The Applicant shall root prune, as needed to comply with the tree preservation requirements of these proffers. All treatments shall be clearly identified, labeled, and detailed on the erosion and sediment control sheets of the respective public improvement/site plan submission. The details for these treatments shall be reviewed and approved by UFM, accomplished in a manner that protects affected and adjacent vegetation to be preserved, and may include, but not be limited to the following: (1) root pruning shall be done with a trencher or vibratory plow to a depth of 18 inches; (2) root pruning shall take place prior to any clearing and grading; (3) root pruning shall be conducted with the supervision of a certified arborist; and (4) a UFM representative shall be informed when all root pruning and tree protection fence installation is complete.
- g. During any clearing or tree/vegetation removal in the areas adjacent to the tree preservation areas, a representative of the Applicant shall be present to monitor the process and ensure that the activities are conducted as proffered and as approved by UFM. The Applicant shall retain the services of a certified arborist or landscape architect to monitor all construction and demolition work and tree preservation efforts in order to ensure conformance with all tree preservation proffers, and UFM approvals. The monitoring schedule shall be described and detailed in the Landscaping and Tree Preservation Plan, and reviewed and approved by UFM. The Providence District Supervisor shall be notified of the name and contact information of the Applicant's representative responsible for site monitoring at the tree preservation walk-through meeting described in Par. c. above.
- h. The Applicant shall retain a professional arborist with experience in plant appraisal, to determine the replacement value of all trees 6 inches in diameter or greater located on the Application Property that are shown to be saved on the Tree Preservation Plan. These trees and their value shall be identified on the Tree Preservation Plan at the time of the first submission of the respective public improvement/site plan(s). The replacement value shall take into consideration the age, size and condition of these trees and shall be determined by the so-called "Trunk Formula Method" contained in the latest edition of the Guide for Plan Appraisal published by the International Society of Arboriculture, subject to review and approval by UFM.
- i. At the time of the respective public improvement/site plan approvals, the Applicant shall both post a cash bond and a letter of credit payable to the County of Fairfax to ensure preservation and/or replacement of the trees for which a tree value has been determined in accordance

with Proffer 16. h. above (the “Bonded Trees”) that die or are dying due to unauthorized construction activities. The letter of credit shall be equal to 50% of the replacement value of the Bonded Trees. The cash bond shall consist of 33% of the amount of the letter of credit. At any time prior to final bond release for Vaden Drive Extended, should any Bonded Trees die, be removed, or are determined to be dying by UFM due to unauthorized construction activities, the Applicant shall replace such trees at its expense. The replacement trees shall be of equivalent size, species and/or canopy cover as approved by UFM. In addition to this replacement obligation, the Applicant shall also make a payment equal to the value of any Bonded Tree that is dead or dying or improperly removed due to unauthorized activity. This payment shall be determined based on the Trunk Formula Method and paid to a fund established by the County for furtherance of tree preservation objectives. Upon release of the bond for Vaden Drive Extended any amount remaining in the tree bonds required by this proffer shall be returned/released to the Applicant.

- j. Planting Strips. Subject to approval by DPWES, the Applicant shall install street trees in planting strips/tree wells as shown on the CDP/FDP. In instances where such planting strips/tree wells contain less than 8 feet of surface width and the Applicant proposes to count such trees to meet tree cover requirements, the Applicant shall install structural soil in the planting areas as shown on the CDP/FDP and as approved by Urban Forest Management in order to promote the survivability of street trees and in order to allow such trees to be counted to meet tree cover requirements. The Applicant shall provide Urban Forest Management written confirmation from a certified arborist demonstrating and verifying the installation of structural soil in such locations and documenting that the structural soil was produced by a licensed company. In addition, prior to the first installation of structural soil the Applicant shall notify Urban Forest Management at least 72 hours in advance of the first installation of structural soil to afford Urban Forest Management representatives an opportunity to inspect the installation.
- k. Native Plant Transplantation. The intent of this Proffer 16.k. is to facilitate an opportunity to rescue native plant species from areas of the Application Property to be cleared (but not from tree preservation areas) before the initiation of land disturbing activities. Except for the conditions identified below, the implementation of this proffer will in no way interfere with the land development process after approval of this Application. To that end, the Applicant shall work cooperatively with the Providence District Supervisor's office and Fairfax County Urban Forest Management to coordinate an opportunity for the removal and transplantation of native plant species located outside tree save areas

on the Application Property. In order to facilitate the rescue and transplantation of native plants prior to the initiation of land disturbing activities the Applicant will mark the general area of the tree save areas within 30 days after approval of this Application and will notify the Providence District Supervisor's office and provide reasonable opportunity for Urban Forestry Management and/or third parties under their direction to access the Application Property and remove vegetation that is not proposed to be saved. Such right of access shall be subject to the party seeking access maintaining reasonable insurance and providing indemnification to the Applicant and the landowners against all risk of loss, damage, injury or death resulting from such access and/or the transporting of vegetation from the Application Property. The Applicant will notify the Providence District Supervisor's office again at the time of second site plan submission for the first site plan/public improvement plan submitted for the Application Property. The marking of the tree save areas and provision of notice as required herein shall fully satisfy the Applicant's obligations under this proffer.

17. Signage

- a. Signage for the Application Property shall be provided pursuant to Article 12 of the Zoning Ordinance or pursuant to a Comprehensive Sign Plan as may be approved by the Planning Commission. In either event, a coordinated signage system, including potential retail awning signage, for all residential and non-residential uses shall be provided to establish the community's identity. Signs shall use a consistent pallet of color, lighting, and font. Building mounted signage shall be compatible in terms of height, color, illumination and letter sizing. No pole signs shall be permitted. If lighted, signage shall be internally lighted or lighting shall be directed downward. No signs shall be placed within any recorded site distance easements located as determined by DPWES and/or VDOT.
- b. No temporary signs (including "popsicle, paper or cardboard signs") which are prohibited by Article 12 of the Zoning Ordinance, and those signs which are prohibited by Chapter 7 of Title 33.1 or Chapter 8 of 36.2 of the Code of Virginia, shall be placed on or off-site by the Applicant, or at the Applicant's direction, to assist in the sale of homes on the Application Property. Furthermore, the Applicant shall direct its agents and employees involved in marketing in the sale of residential units on the Application Property to adhere to this Proffer.

18. Homeowners' Associations

- a. Umbrella Owners' Association. Prior to the issuance of the first Non-RUP or RUP for any phase of the development/construction of the

Application Property except commercial off-street parking, if any, the Applicant shall establish an Umbrella Owners' Association ("UOA") in accordance with Virginia Law.

- b. Homeowner and Condominium Owners' Associations. Prior to the issuance of the first RUP for any residential phase of the development/construction of the Application Property, the Applicant shall cause either a homeowners' association and/or a condominium owners' association ("HOA/COA") to be formed for that phase in accordance with Virginia law.
- c. Membership in UOA. Each HOA/COA shall be a member of the UOA with weighted voting rights based on the number of dwelling units within the HOA/COA. The owner(s) of the office building(s) shall also be a member(s) of the UOA with weighted voting rights.
- d. HOA/COA Maintenance Obligations. Each HOA/COA shall have specific land areas of the Application Property within its boundaries, and each shall assume all maintenance and other obligations required by these proffers for common space and common infrastructure within those boundaries except for those maintenance obligations to be assumed by the UOA pursuant to Proffer 18.e. below. Maintenance obligations of the HOA/COAs for the various phases of the Application Property may be shared by agreement among the HOA/COAs.
- e. UOA Maintenance Obligations. The Applicant and subsequent UOA shall have maintenance responsibilities that shall include, but not necessarily be limited to the following:
 - (i) Maintenance of private streets, all sidewalks, plazas, open-space, stormwater management facilities, recreational facilities and other common areas within the Application Property including standard cleaning and lawn/landscaping maintenance and removal of snow from streets and all sidewalks (including VDOT sidewalks) with the Application Property. The UOA shall incorporate into its lawn maintenance contracts a prohibition against mowing with gas-powered equipment on Code Red days.
 - (ii) Repair of surfaces and site furnishings.
 - (iii) Replacement of dead, dying, or diseased trees and landscaping within the Application Property with the same size and similar species as originally approved on the landscape plan.

- (iv) The respective UOA and HOA/COA documents shall specify the maintenance obligation as set forth herein. Purchasers shall be advised in writing prior to entering into a contract of sale, and in the UOA documents and the HOA/COA documents that the HOA/COA shall be responsible for the maintenance obligations as set forth herein.
- f. UOA TDM Obligations. All residents, tenants, and employers of the Metro West community shall be advised of the TDM Plan (See Proffer 7). UOA/COA/HOA members will be informed of their funding obligations pursuant to the requirements of this Proffer prior to purchase of units, and the requirement for the annual contribution to the TDM Plan (as provided herein) shall be included in all initial purchase documents and within the HOA, COA and UOA documents.

19. Energy Conservation

- a. All dwelling units constructed on the Application Property shall meet the thermal standards of the CABO model energy program for energy efficient homes over its equivalent, as determined by DPWES for either electric or gas energy homes as applicable.
- b. The Applicant shall incorporate sustainable design elements in the final design of the uppermost rooftop areas (i.e. not elevated plaza areas, if any) on buildings 5, 6, 7, 8, 9, 10, 16, 17 and 18; provided, however, if the final design of any of such buildings includes roof top pools and/or other amenities on a rooftop area, then the requirements of this proffer 19.b. shall not apply to that roof. Rooftop design for applicable roof areas will meet the standard set forth in Credit 7.2 of the U.S. Green Building Council's Leadership in Energy and Environmental Design Green Building Rating System Version 2.1. Specifically for applicable roof areas, a minimum of 75% of the roof surface, excluding areas covered by equipment or roof accessories, will be covered by an Energy Star compliant high reflectivity roof product with an emissivity of at least 0.9 when tested in accordance with ASTM 408. The Applicant shall provide confirmation to DPWES that a LEED Accredited Professional has reviewed the building plans and specifications for compliance with this requirement prior to or concurrent with building permit application.

20. Smart Building

- a. Office buildings shall contain high capacity, high bandwidth communication lines. Building management shall encourage individual employers/tenants to provide employees with access to their networks via such lines.

- b. The Applicant shall pre-wire all residential units with broadband, high capacity data/network connections in multiple rooms, in addition to standard phone lines. All high-rise residential buildings (over 10 stories) shall have access to wireless high-speed communication systems.

21. Architectural Design

- a. The architectural design of the multi-family and office buildings shall be in substantial conformance with the general character of the elevations shown on the CDP/FDP. Minor modifications may be made with the final architectural designs as approved by the Zoning Administrator. As shown on the CDP/FDP, exterior materials shall consist primarily of brick, glass, pre-cast concrete, siding, metal panels, cement fiber-board and cast stone. Exterior insulation finishing system(s) may be used only on upper levels of multifamily buildings (i.e. upper two floors for buildings fewer than 10 stories, and upper three floors for buildings 10 stories or greater), penthouses and for architectural details and fenestration.
- b. Single-family attached dwelling unit architecture shall be in general character with the elevations shown on the CDP/FDP. Minor modifications concerning architectural details such as fenestrations, copings and archways may be made with the final architectural designs. Any side or rear elevations that face Vaden Drive Extended or Lee Highway shall be treated (architecturally) as a front. As shown on the CDP/FDP, decks or other additions shall extend no more than six (6) feet from the back of the rear-loaded single family attached dwelling units and no more than ten (10) feet from the back of the front-loaded single family attached dwelling units (resulting in a minimum five foot rear yard for such front-loaded units into which decks or other additions may not encroach). The respective HOA documents shall specify these restrictions on the allowable extent of decks.
- c. Bay windows, balconies, awnings, store fronts and other architectural details may be provided for multi-family and office buildings provided that such features extend no more than 8 feet beyond the building footprints as depicted on the CDP/FDP and so long as the streetscape features and dimensions as shown on the CDP/FDP are maintained. The respective UOA/COA/HOA documents shall specify these restrictions on allowable projections.
- d. As shown on Sheet 12 of the CDP/FDP, an architectural surface treatment that is consistent with the theme of the associated building architecture shall be used on all exposed parking garage structures and garage walls. For example, a mix of stone aggregate, special

forming or scoring, a special mix of textures or polymer painted materials, brick, landscape screening materials, pre-cast concrete, architectural embellishment, and/or other treatments that are compatible with and complement the building architectural material shall be provided as approved by DPWES.

- e. An architectural surface treatment shall be used on the face of any retaining walls except those associated with garage ramps. The surface treatment shall be either predominantly or a combination of a mix of stone aggregate, special forming, or scoring, special mix of textures or polymer paint materials, bricks, screening materials, pre-cast concrete, architectural embellishments and/or other treatments that are compatible with and complement the building architecture and materials as approved by DPWES. Except for any retaining wall that is required in connection with construction of Vaden Drive Extended, retaining walls shall be limited to a height of 5 feet, beyond which they shall be tiered and landscaped.

22. Lighting

- a. Outdoor lighting on the Application Property shall be provided in accordance with the outdoor lighting standards contained in Part 9 of Article 14 of the Zoning Ordinance. Lighting fixtures in above-grade garage structures shall be inset into the deck ceilings. Coordinated street level lighting shall be provided throughout the development.

23. Telecommunications Equipment

- a. Telecommunications equipment may be placed on the proposed residential and non-residential buildings' rooftops. Any such facilities must comply with the applicable requirements of the Zoning Ordinance and be screened and/or setback sufficiently from the perimeter of the roof and penthouse such that they are not visible from the surrounding streets at street level. Other screening measures may be used such as including the facilities as part of the architecture of the buildings, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas.
- b. License for Public Use Antennas. The Applicant shall provide a no-cost, ten-year license agreement to Fairfax County for the County's installation, maintenance and operation of up to six (6) whip antennae or twelve (12) directional antennae and a maximum of 200 square feet of roof surface for an equipment cabinet (or commensurate space within a mechanical penthouse) to be located on one of Buildings 6, 7, 8, 9 or 10. The specific location for the antennas shall be coordinated with the building owner. The license agreement shall require compliance with all the performance standards set forth in Proffer

23.a. above and stipulate that the antennae are for public use only (police, fire, rescue, homeland security) and that the County shall be responsible for any damages to the building resulting from its actions pursuant to the license agreement. The license agreement shall be renewable for five, five-year periods at the written request of the County at no cost to the County.

24. Affordable Dwelling Units

- a. The Applicant shall comply with the Affordable Dwelling Unit (ADU) requirements of Section 2-801 of the Zoning Ordinance in effect as of the date of approval of this Application unless modified by the ADU Advisory Board; however, irrespective of those provisions, the ADUs generated by the application of Section 2-801 of the Zoning Ordinance shall be provided for a minimum term of 30 years, and the Applicant shall not seek to modify such minimum term through the ADU Advisory Board. The ADUs generated by the application of Section 2-801 of the Zoning Ordinance shall be dispersed at the Applicant's discretion throughout the various product types in the development, but ADUs shall not necessarily be located in each building. In addition to such number of ADUs required pursuant to the application of Section 2-801, the Applicant shall also provide an additional 61 ADUs in the project representing a replacement of the 61 units in the old Fairlee subdivision (the "Replacement ADUs"). The Replacement ADUs shall be administered pursuant to Section 2-801 of the Zoning Ordinance in effect as of the date of approval of this Application unless modified by the ADU Advisory Board; however, irrespective of those provisions, the Replacement ADUs shall be provided for a minimum term of 30 years, and the Applicant shall not seek to modify such minimum term through the ADU Advisory Board. The Applicant reserves the right to disperse the Replacement ADUs among buildings 11, 12, 13, 14, 15, 16, 17, 18, 19 and/or 20. Of the total ADUs provided, a minimum of ten (10) of the ADUs shall be designed and constructed as fully handicapped accessible units.

25. Fairfax County Park Authority/Public Facilities

- a. Public Building/Public Site.
 - (i) Design, Budget and Construction Bid. The Applicant shall design the public site shown on the CDP/FDP (the "Public Site") consisting of approximately 4.75 acres (including the area of interparcel access as described in Proffer 6.a.(i)) located generally west of Vaden Drive Extended and north of the Circle Woods communities, including the public use building (the "Public Building"), its parking and all related site and building elements as generally shown on the CDP/FDP.

Specifically, the Public Building shall contain approximately 29,700 square feet of gross floor area (except to the extent the scope of the Public Building is modified as provided in this Proffer 25) and shall include a gymnasium (minimum approximately 9,000 gross square feet). In addition the Public Building may contain, among other things, space for office, meeting room, police "mini-substation", exercise room, game room, arts/crafts room, computer room, multipurpose meeting room, kitchen, restroom, locker and storage space, as generally shown on the CDP/FDP. In addition, the Public Building shall incorporate a vegetative cover of permanent plantings (sedum) atop approximately 1½" - 2" soil over portions of the roof of the building. The parking for the Public Building shall be as shown on the CDP/FDP.

The Applicant shall design the Public Building pursuant to the Fairfax County Guidelines for Architects and Engineers prepared by DPWES and dated November 2002 (the "Guidelines"), as amended, and such that the Public Building is designed to be consistent with the quality of other reasonably comparable County facilities of similar use. All design documents are subject to County review and approval at each design phase as provided herein.

For purposes of this Proffer 25, the "Total Construction Cost" of the Public Building shall include hard construction costs of the building and vegetative roof, design, special consultant services, permitting, construction administration services, quality control inspections, required Special Inspections Program inspections, independent cost estimating, utility relocations and new services and all other costs related thereto. For purposes of this Proffer 25, "Total Construction Cost" of the Public Building shall not include site development costs, costs associated with site related LID facilities and costs for easement preparation and recordation, all of which costs the Applicant shall bear. The Applicant's obligation for the Total Construction Cost of the Public Building shall not exceed \$6,000,000, which amount shall be adjusted annually for inflation as reported by the Marshall & Swift Building Cost Index from the date of approval of this Application to the date that a Non-RUP is issued for the Public Building. The Total Construction Cost for the Public Building may, at the County's discretion and within the Applicant's \$6,000,000 cost cap, include fixtures, furnishings and equipment to the Public Building.

The Applicant shall coordinate the preparation of the design of and budget for the Public Building and Public Site with DPWES, which in turn will be responsible for coordinating with other County departments. The Applicant shall submit design and budget documents for DPWES review and approval consistent with the Guidelines and the provisions of this proffer at the following points: Final Space Programming, Schematic Design (15%); Design Development (35%); 50% Construction Documents; and 100% Construction Documents. The Applicant shall address and as applicable incorporate all County review comments at each design phase, and shall provide a statement of probable construction cost prepared by a mutually agreed upon independent, professional construction cost estimator at each design phase. Prior to the submission of the Schematic Design drawings, the Applicant shall convene a meeting with DPWES to set a commercially reasonable schedule and process for review and comment on the submission sets of drawings and budget. The Applicant shall respond to all County plan review comments in writing, and as applicable shall incorporate all such comments in the next design phase plan submission. Following County approval of the Design Development drawings, no further design changes shall be

made to the Public Building except as may be required to adjust the scope of the Public Building as provided herein. In the event of any disagreement between the Applicant and DPWES as to whether the design of and/or budget for the Public Building and/or Public Site is proceeding consistent with the Guidelines and/or the provisions of this proffer, such issue shall be addressed by proffer interpretation request to the Zoning Administrator.

The Applicant shall submit the Schematic Design documents and detailed construction cost budget for the Public Building and Public Site to DPWES prior to or concurrent with the submission of a site plan/public improvement plan for Vaden Drive Extended. Once the 100% Construction Documents and budget for the Public Building have been approved by DPWES, the Applicant shall then obtain a minimum of three (3) construction bids for the approved design of the Public Building to ensure that the Total Construction Cost is bid within the Applicant's \$6,000,000 cost cap. Following receipt of the construction bids, the Applicant shall meet with the County to review the construction bids and thereafter provide the County the opportunity to verify the construction bids through an independent source. If the Applicant cannot obtain a construction bid for the approved design within the Applicant's \$6,000,000 cost cap, then the County shall have the option, at the County's discretion, to either (1) adjust the scope of the project so that it can be bid within the \$6,000,000 cost cap, which adjustment in scope shall not require a PCA; (2) allocate additional funding as needed to fully fund the Total Construction Cost for the Public Building; or (3) in lieu of any further design and/or construction requirement for the Public Building, require the Applicant to contribute to the County \$6,000,000 less all documented costs incurred by the Applicant until such time in furtherance of the design and construction of the Public Building. In the event that option three (3) is selected, then the Applicant shall contribute the amount due to the County prior to issuance of the 240th RUP for the Application Property, and thereafter the Applicant shall bear no further obligation under this Proffer 25, except that the Applicant shall remain obligated to dedicate the Public Site as provided herein.

Once the Applicant has a construction bid in place as provided herein the Applicant shall be responsible for a construction contingency equal to the lesser of 10% of the amount of the construction bid or \$600,000, to cover, to the

extent of the contingency, change orders related only to design document ambiguities or unforeseen construction condition(s) that could not have been reasonably foreseen through the due diligence of the contractor or subcontractors. In no event shall this construction contingency be allocated to augment the approved design and/or budget of the Public Building.

- (ii) Permitting and Construction. Following receipt of a construction bid within the \$6,000,000 cost cap (or such higher amount as may result from the County allocating additional funds), the Applicant shall diligently proceed to obtain site plan and building permit approvals for the Public Building and Public Site. Following approval of necessary permits for the Public Building and Public Site, and following completion of site development work necessary to begin construction on the Public Site, including rough grading of at least the western portion of the Application Property tying in to East Blake Lane Park, which site work the Applicant shall diligently proceed to complete, the Applicant shall diligently proceed to construct the Public Building and Public Site as approved.
- (iii) Dedication. Following issuance of the Non-RUP for the Public Building, the Applicant shall dedicate and convey in fee simple the Public Building and Public Site for public purposes. The Public Building and Public Site shall be dedicated “as is, where is”, and concurrent with such dedication, the Applicant shall also assign to Fairfax County all of the Applicant’s warranty rights under construction contracts and engineering and design contracts for the Public Building and Public Site to which the Applicant is a party; provided, however, that Fairfax County, concurrently therewith, agrees to release the Applicant from all liability for any of the work done related to the Public Building and Public Site. Such dedication shall occur prior to issuance of the 400th RUP for the Application Property (exclusive of dwelling units constructed within the Core Area (PRM District); provided, however, that upon demonstration that diligent efforts have been made to construct such improvements, the timing of the improvements may be delayed for good cause shown as determined by the Director, Zoning Evaluation Division. For purposes of this Proffer 25 “good cause” shall include, but not be limited to, delays relating to the timing of design, permitting or construction of public improvements as set forth in these Proffers and/or other unforeseen design, permitting or construction delays.

- (iv) The Public Building and its site and parking shall be dedicated to the Board of Supervisors in fee simple. The balance of the Public Site shall be dedicated in fee simple to the Fairfax County Park Authority. Such dedications shall be subject to the following:
 - (a) A portion of the Public Site consisting of approximately 1.17 acres of land identified on the CDP/FDP as “tree save” shall be dedicated subject to a conservation easement to preserve the area in its natural state; provided, however, that the removal of dead, dying and diseased trees and the installation of field-located picnic tables, trash receptacles, and natural surface trails that result in no land disturbance or loss of trees shall be permitted within such area as approved by DPWES.
 - (b) The Applicant shall be entitled to tree cover credit for such dedicated “tree save” area, and the Applicant shall be entitled to utilize the Public Site in meeting the open space requirements for the development.
 - (c) The Applicant shall be entitled to reserve easements over the Public Site, exclusive of the area to be included in the conservation easement as provided above, to provide the following:
 - (A) Storm drainage to allow conveyance of stormwater from the Application Property through the Public Site and into an existing channel on the FCPA property in an area as generally shown on the CDP/FDP;
 - (B) The construction, installation, monitoring, maintenance, repair and/or replacement of storm sewer outfall pipe within the area of storm drainage easement referenced above;
 - (C) The construction, installation, monitoring, maintenance, repair and/or replacement of retaining walls to support Vaden Drive Extended in an area as generally shown on the CDP/FDP;
 - (D) Realign and reconstruct a portion of the City of Fairfax Connector Trail in an area as generally shown on the CDP/FDP;

- (E) Clear and re-grade portions of the Public Site in areas as generally shown on the CDP/FDP to provide for storm drainage and retaining walls as referenced above;
- (F) Interparcel access to allow the access road from the independent living facility west of the Application Property to connect to Vaden Drive Extended unless FCDOT and/or VDOT has requested such area to be dedicated with Vaden Drive Extended (see Proffer 6.a.(ii));
- (G) Public Access/Trail Easements for Vaden Drive Extended Trail, City of Fairfax Connector Trail;
- (H) The construction, installation, monitoring, maintenance, repair and/or replacement of project signage and project entry feature and landscaping in the northern portion of the Public Site as shown on the CDP/FDP.
- (I) Other easements and permissions as may be reasonably required to accomplish these objectives and to allow for development of the Application Property, including utility easements, sight distance easements and the like.

25. SCHOOL CONTRIBUTION

- a. At the time of the first building permit the Applicant shall contribute the sum of \$1,770,000 to the DPWES for transfer to the Fairfax County School Board to be utilized for capital improvements contained in the adopted Capital Improvement Program for public schools to which children living on the Application Property will attend. If approved by the Board of Supervisors or its authorized agent in coordination with the Fairfax County Public School Board, prior to the time such contribution is made, the Applicant may make an in-kind contribution for capital improvements to the Fairfax County School Board equal to, or greater in value than, the cash contribution, as determined by the Board of Supervisors or its agent.

27. Construction

- a. Outdoor construction hours for the initial construction shall be limited to 7:00 a.m. to 7:00 p.m. Monday through Friday and 9:00 a.m. to 7:00 p.m. Saturdays, Sundays, and federal holidays; provided however that there shall be no outdoor construction on Thanksgiving Day,

Christmas Day, New Years Day and July 4th. The Applicant shall inform all contractors and subcontractors in writing of such construction hours, and signs designating such construction hours shall be provided in both English and Spanish and posted at all construction entrances to the site.

- b. Erosion and sediment control measures shall be installed prior to the start of any construction or earth-moving activity as reviewed and approved by DPWES. Following initial site development work, the Applicant shall stabilize areas of the Application Property that are not under construction or being utilized for interim parking as provided herein by removing dirt piles and debris and planting grass. No disturbed area shall be left unprotected for more than seven (7) days, except for those portions of the site in which earth-moving activities are planned to occur imminently beyond that period
- c. The Applicant shall identify a person who will serve as a liaison to the community throughout the duration of construction. The name and telephone number of this individual shall be provided in writing to the Providence District Supervisor's office prior to the first site plan approval for the Application Property. Any changes in the name and/or telephone number of such liaison shall be provided in writing to the Providence District Supervisor's office.
- d. Before approval of the first site plan for the Application Property, the Applicant shall hold a meeting to advise the community of the start of construction, to identify the community liaison, to identify alternative pedestrian connections during construction and address other questions and comments. Such meeting shall be coordinated with the Providence District Supervisor's office.
- e. Throughout construction of the project, the Applicant shall maintain a website for the project that provides updates as to construction activities and timing and provides an opportunity for members of the community to communicate with representatives of the Applicant on an ongoing basis. Such website shall be in operation prior to approval of the first site plan for the Application Property.
- f. The Applicant shall deliver copies of public improvement plans, site plans, landscape plans and tree preservation plans to the Providence District Supervisor's office upon submission of such plans to DPWES. In addition, the Applicant shall prepare a construction management plan for the initial clearing, grading and site work that identifies anticipated construction entrances, construction staging areas and construction vehicle routes. Such plan shall be submitted for review and comment to the Providence District Supervisor's office and

DPWES upon submission of the initial site plan that proposes such work for the Application Property.

28. Partial PCA/FDPA.

- a. Any of the respective buildings of the development may be the subject of a partial and separate PCA and/or FDPA without joinder and/or consent of the other buildings as determined by the Zoning Administrator pursuant to Paragraph 6 of Section 18-204 of the Zoning Ordinance. Previously approved proffered conditions applicable to buildings that are not the subject of such a PCA or FDPA shall otherwise remain in full force and effect.

29. Successors and Assigns

- a. These proffers shall bind and inure to the benefit of the Applicant and its successors and assigns.

30. Counterparts

- a. These proffers may be executed in one or more counterparts, each of which when so executed shall be deemed an original document and all when taken together shall constitute but one and the same instrument.

[Signature Pages to Follow]

PULTE HOME CORPORATION

Applicant

Title Owner: Tax Map 48-1 ((6)) 5, 6, 7B, 8A, 9, 10, 11, 12, 13, 33, 34, 35, 36, 37;
48-2 ((24)) 38B, 39, 40, 41, 42; 48-3 ((5)) 1A, 1B, 2, 3, 4, 14, 15, 16, 17, 18, 19,
20, 21, 22; 48-3((1)) 55; 48-4 ((7)) 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 43, 44,
45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 56, 57, 58, 59, 60, 61A, 62, 63, 64, 65, 66,
67, 68, 69 and underlying fee to Fairlee and Maple Drives

Contract Purchaser: 48-1 ((1)) 91, 91A

Agent for Owner: Tax Map 48-1 ((1)) 90B

By: _____

Name: _____

Title: _____

CRC ACQUISITIONS LLC

Contract Purchaser: Tax Map 48-1 ((6)) pt. 5, pt. 6, pt. 7B, 8A, 9, 10, 11, pt. 12,
pt. 34, 35, 36, 37; 48-2 ((24)) pt. 38B, pt. 39, pt. 40, pt. 41

By: _____

Name: _____

Title: _____

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY
Title Owner: Tax Map 48-1 ((1)) 90B

By: _____

Name: _____

Title: _____

HEIRS OF PAUL LEE SWEENEY
Title Owner: Tax Map 48-1 ((1)) 91

By: _____

Name: _____

Title: _____

SLC LC

Title Owner: Tax Map 48-1 ((1)) 91A

By: _____

Name: _____

Its: _____